

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BRISTOL INVESTMENT FUND LTD</u> (Last) (First) (Middle) <u>C/O BRISTOL CAPITAL ADVISORS, LLC</u> <u>10960 WILSHIRE BLVD, STE 1050</u> (Street) <u>LOS ANGELES CA 90024</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Genesis Biopharma, Inc [GBNP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	05/22/2013		J ⁽¹⁾		389,849,587	A	\$3,564,770	399,873,215	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible note	\$1.25	05/22/2013		C		1		07/26/2011	11/30/2012	Common stock	1,600,000	\$2,000,000	0	D	
Warrant	\$1	05/22/2013		C		1		09/17/2010	09/17/2015	Common stock	150,001	\$0	0	D	
Warrant	\$1	05/22/2013		C		1		07/26/2011	07/26/2016	Common stock	1,600,000	\$0	0	D	

Explanation of Responses:

1. The Issuer completed a restructuring transaction, resulting in a revised capital structure, as reported by the Issuer in its Form 8K filed on May 29, 2013 (the "Restructuring"). As a result of the Restructuring, Bristol Investment Fund, Ltd. ("BIF") exchanged all of its convertible notes and warrants for shares of common stock of the Issuer (the "Exchange Shares"), purchased new shares of common stock pursuant to a Stock Purchase Agreement (the "Investment Shares"), and received certain shares as a result of a re-pricing feature (the "Repricing Shares"). The number of shares currently held by BIF represents the sum of the shares held prior to the Restructuring, the Exchange Shares, the Investment Shares and Repricing Shares.

/s/ Paul Kessler

06/03/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.