

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BRISTOL INVESTMENT FUND LTD	2. Date of Event Requiring Statement (Month/Day/Year) 05/31/2012	3. Issuer Name and Ticker or Trading Symbol Genesis Biopharma, Inc [GNBP]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Last) (First) (Middle) 69 DR. ROY'S DRIVE GEORGE TOWN, GRAND CAYMAN	(Street) CAYMAN ISLANDS KY1-1102	(City) (State) (Zip)	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,013,628	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrant (contains 4.9% blocker)⁽¹⁾	09/17/2010	09/17/2015	Common Stock	150,001	1	D
Warrant (contains 4.9% blocker)⁽¹⁾	07/26/2011	07/26/2016	Common Stock	1,600,000	1.25	D
Convertible note (contains 4.9% blocker)⁽¹⁾	07/26/2011	11/30/2012	Common Stock	\$2,000,000⁽²⁾	1.25	D

Explanation of Responses:

- Each of the derivative securities listed above cannot be exercised or converted into more than 4.9% of the outstanding shares of the issuer's common stock, pursuant to written agreement with issuer.
- Amount reflected for convertible note above is in U.S. dollars.

/s/ Paul Kessler

06/08/2012

** 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 5 (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.