

AETHLON MEDICAL INC
Form SC 13G/A
February 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2

(AMENDMENT NO. 1)*

Aethlon Medical, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

00808Y109
(CUSIP Number)

December 31, 2010
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gemini Master Fund, Ltd.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

7,792,727

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,792,727

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,792,727

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.92%

- 12 TYPE OF REPORTING PERSON*

CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gemini Strategies, LLC

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

7,792,727

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,792,727

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,792,727

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.92%

- 12 TYPE OF REPORTING PERSON*

OO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven Winters

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b) x

- 3 SEC USE ONLY

- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 0

OWNED BY 6 SHARED VOTING POWER
EACH

REPORTING 7,792,727

PERSON WITH 7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

7,792,727

- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

7,792,727

- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* o

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.92%

- 12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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This statement is filed pursuant to Rule 13d-2(b) with respect to the common stock ("Common Stock") of San West, Inc. beneficially owned by the Reporting Persons specified herein as of February 10, 2011 and amends and supplements the Schedule 13G dated as of and filed by the Reporting Persons on December 2, 2010 ("Schedule 13G"). Except as set forth herein, the Schedule 13G is unmodified.

Item 4.

Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 7,792,727 shares as of February 10, 2011

The Reporting Persons own a total of 7,792,727 shares of Common Stock, including (i) 3,545,455 shares of Common Stock issuable upon conversion of \$585,000 in principal amount of the issuer's Convertible Promissory Note ("Note") issued to Gemini Master Fund, Ltd. ("Gemini") on or about February 12, 2010 (without any interest accrual and assuming a conversion price of \$0.165); (ii) 2,727,272 shares of Common Stock issuable upon exercise of a warrant issued to Gemini on or about November 22, 2010; (iii) 200,000 shares of Common Stock issuable upon exercise of a warrant issued to Gemini on or about August 13, 2007; (iv) 660,000 shares of Common Stock issuable upon exercise of a warrant issued to Gemini on or about January 18, 2008; and (v) 660,000 shares of Common Stock issuable upon exercise of a warrant issued to Gemini on or about July 10, 2009. Although the number of Conversion Shares may vary under the Note based on the conversion price thereunder, the number of shares of Common Stock into which the Note is convertible at any point in time is limited, pursuant to the terms of such instrument, to that number of shares of Common Stock which would result in the Reporting Persons having beneficial ownership of 9.9% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation"). The Reporting Persons disclaim beneficial ownership of any and all shares of Common Stock that would cause any Reporting Person's beneficial ownership to exceed the Ownership Limitation.

(b) Percent of Class: 9.92%

Based upon 70,476,081 shares of Common Stock outstanding as of November 15, 2010, as reported in the Issuer's most recent quarterly report on Form 10-Q filed on November 15, 2010, plus 286,483 shares issued to Gemini since such date.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 7,792,727

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 7,792,727

Item 10.

Certification:

By signing below the undersigned certify that, to the best of its/his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its/his knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

February 14, 2011

GEMINI MASTER FUND, LTD.

By: GEMINI STRATEGIES, LLC, as investment
manager

By: /s/ Steven Winters
Name: Steven Winters
Title: Managing Member

GEMINI STRATEGIES, LLC

By: /s/ Steven Winters
Name: Steven Winters
Title: Managing Member

/s/ Steven Winters
Steven Winters
