SEC Form 3

FORM 3

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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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 Add	2. Date of Event Requiring State Month/Day/Yea 1/07/2012	ment	3. Issuer Name and Ticker or Trading Symbol <u>ATOSSA GENETICS INC</u> [ ATOS ]									
(Street) SEATTLE	(First) DISON STREET WA	98112				tionship of Repo all applicable) Director Officer (give til below)	X	n(s) to Issuer 10% Owne Other (spec below)	r	Montl 5. Indi Applic	h/Day/Year) ividual or Joint able Line) Form filed by	te of Original Filed /Group Filing (Check / One Reporting Person / More than One erson
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		tr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					584,543			D				
Common Stock					4,275,580			Ι		By Ensisheim Partners, LLC <sup>(1)</sup>		
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 Securit Underlying Derivative Securit		y (Instr. 4) Conv or Ex		ersion ercise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	n Title			Amount or Number of Shares	Price of Derivativ Security	e	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)		(2)	07/22/2015	5	Common Ste	ock	250,000	2.64		D		

#### **Explanation of Responses:**

1. Ensisheim Partners, LLC is wholly owned by the Reporting Person and Dr. Shu-Chih Chen, the Chief Scientific Officer of the Company. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of all such securities for purposes of Section 16 or any other purpose.

2. On July 22, 2010, the Board of Directors approved a grant to the Reporting Person of stock options to purchase an aggregate of 250,000 shares of Common Stock. The first 62,500 options vested on December 31, 2010 with the remaining options to vest in equal quarterly amounts thereafter for three years, assuming continuous and uninterrupted service with the Company.

#### **Remarks:**

/s/ Steven C. Quay

11/07/2012

Date

\*\* Signature of Reporting Person

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.

### POWER OF ATTORNEY

I hereby constitute and appoint Ryan A. Murr as my true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Atossa Genetics, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each of the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

By: /s/ Steven C. Quay Name: Steven C. Quay, M.D., Ph.D.

Date: August 20, 2012