2012R00377/LSH

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

UNITED STATES OF AMERICA	:	Hon.
	:	
v.	:	Criminal No.
	:	
MICHAEL M. COHEN	:	18 U.S.C. § 1350 and § 2

INFORMATION
(Certifying False Financial Statements)

The defendant having waived in open court prosecution by Indictment, the United States Attorney for the District of New Jersey charges:

The Defendant and Relevant Entities:

1. At various times relevant to this Information:

a. Defendant Michael M. Cohen ("defendant COHEN") was the President, Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), Chief Operating Officer, and Chairman of the Board of Directors for Proteonomix, Inc. ("Proteonomix").

b. Proteonomix, which was organized as a corporation under the laws of the State of Delaware, was located in Paramus, New Jersey. Proteonomix was a biotechnology company that engaged in, among other things, stem cell research and the development of cosmeceutical products.

c. Proteonomix and its predecessor entities' common stock began to trade publicly on the Over-The-Counter Pink Sheets market starting in the first quarter of 2007, and on the Over-The-Counter Bulletin Board after April

2010, under the symbol "NGHI," and subsequently under the symbol "PROT." From in or about August 2009 through in or about November 2012, Proteonomix's common stock was registered with the United States Securities and Exchange Commission ("SEC") pursuant to Section 12(g) of the Securities and Exchange Act of 1934.

d. Defendant COHEN's father-in-law was the president of several companies that purportedly performed work for Proteonomix in exchange for shares in Proteonomix. The companies were Nancyco of NY, Inc. ("Nancyco"), Joe & Sam of New York, Inc. ("Joe & Sam"), Mollyco of NY, Inc. ("Mollyco"), and JSMNM, Inc. ("JSMNM") (collectively, the "FIL Companies"). Defendant Cohen's father-in-law was listed in state filings as the President of the FIL Companies. In reality, defendant COHEN exercised near-total control over the FIL Companies' bank and brokerage accounts, and they were "related parties" under SEC regulations.

Proteonomix's SEC Reporting Requirements and Defendant COHEN's False Certifications

2. At all times relevant to this Information, defendant COHEN and Proteonomix were required to comply with the federal securities laws, which were designed to ensure that a company's financial information was accurately recorded and disclosed to the investing public. Specifically, defendant COHEN and Proteonomix were, among other things, required to: (a) file with the SEC annual financial statements (on SEC Form 10-K) that accurately presented

Proteonomix's financial condition and the results of its business operations; (b) file with the SEC quarterly financial reports (on SEC Form 10-Q) that accurately presented Proteonomix's financial condition and the results of its business operations; (c) make and keep books, records, and accounts that accurately and fairly reflected Proteonomix's business transactions, including its revenues, expenses, and net income; and (d) disclose material, related party transactions.

3. In his capacity as Proteonomix's CEO and CFO, between in or about 2010 and in or about 2012, defendant COHEN falsely certified the accuracy of a number of SEC Forms 10-K, 10-K/A, and 10-Q filed by Proteonomix. For example, on or about December 17, 2010, defendant COHEN and Proteonomix entered into an agreement with Mollyco (the "Mollyco Agreement"), pursuant to which Mollyco received a $2 million convertible debenture that allowed it to convert the debt into shares of Proteonomix stock. Defendant COHEN signed the Mollyco Agreement on Proteonomix's behalf, and defendant COHEN's father-in-law signed on Mollyco's behalf. On or about September 18, 2012, Proteonomix filed its Form 10-K/A for the year ended December 31, 2011. It was signed by defendant COHEN, as CEO of Proteonomix, and in it defendant COHEN knowingly failed to disclose that the Mollyco Agreement was a related party transaction. Moreover, defendant COHEN knowingly failed to disclose his control of Mollyco and the other FIL Companies in this and other Proteonomix SEC filings.

4. On or about September 18, 2012, in Union County, in the District of New Jersey and elsewhere, the defendant,

MICHAEL M. COHEN,

being the CEO of Proteonomix, did knowingly certify that Proteonomix's 2011 Form 10-K/A annual report filed with the SEC fully complied with the requirements of Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, and that the information contained in the Form 10-K/A fairly presented, in all material respects, the financial condition and results of operations of Proteonomix, knowing that Proteonomix's Form 10-K/A did not comport with those requirements and did not fairly present, in all material respects, the financial condition and results of the operations of Proteonomix as set forth in paragraphs 2 and 3 above.

In violation of Title 18, United States Code, Section 1350 and Section 2.

PAUL J. FISHMAN
UNITED STATES ATTORNEY

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UNITED STATES OF AMERICA

v.

MICHAEL M. COHEN

INFORMATION FOR

18 U.S.C. § 1350
18 U.S.C. § 2

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