

SKINVISIBLE INC
Form 5
February 13, 2014

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
MCMORRAN DOREEN

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
SKINVISIBLE INC [SKVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

6320 S. SANDHILL RD UNIT 10

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

LAS VEGAS, NV 89120

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Options	10/20/2013	10/20/2018	J ⁽¹⁰⁾	500,000 A	\$ 0.04	1,600,000 D	Â

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

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Debt Conversion Rights	\$ 0.04	06/30/2013	Â	C ⁽¹⁾	Â	206,225	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.06	06/30/2013	Â	C ⁽¹⁾	Â	103,113	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights	\$ 0.04	06/30/2013	Â	C ⁽²⁾	Â	868,775	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.06	06/30/2013	Â	C ⁽²⁾	Â	434,388	12/31/2011	12/31/2016	Common Stock
Debt Conversion Rights	\$ 0.02	12/31/2013	Â	C ⁽³⁾	Â	3,036,250	12/31/2013	12/31/2018	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.03	12/31/2013	Â	C ⁽³⁾	Â	1,518,125	12/31/2013	12/31/2018	Common Stock
Debt Conversion Rights	\$ 0.03	12/31/2013	Â	C ⁽⁴⁾	Â	598,933	12/31/2013	12/31/2016	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.05	12/31/2013	Â	C ⁽⁴⁾	Â	299,467	12/31/2013	12/31/2016	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2013	Â	C ⁽⁵⁾	Â	821,200	12/31/2013	12/30/2016	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.06	12/31/2013	Â	C ⁽⁵⁾	Â	410,600	12/31/2013	12/30/2016	Common Stock
Debt Conversion	\$ 0.04	12/31/2013	Â	C ⁽⁶⁾	Â	158,200	12/31/2013	12/30/2016	Common Stock

Rights

Debt Conversion Rights (Warrant)	\$ 0.06	12/31/2013	Â	C ⁽⁶⁾	Â	79,100	12/31/2013	12/30/2016	Common Stock
Debt Conversion Rights	\$ 0.04	12/31/2013	Â	C ⁽⁷⁾	Â	428,900	12/31/2013	06/30/2017	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.05	12/31/2013	Â	C ⁽⁷⁾	Â	214,450	12/31/2013	06/30/2017	Common Stock
Debt Conversion Rights	\$ 0.03	12/31/2013	Â	C ⁽⁸⁾	Â	220,933	12/31/2013	12/31/2017	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.04	12/31/2013	Â	C ⁽⁸⁾	Â	110,467	12/31/2013	12/31/2017	Common Stock
Debt Conversion Rights	\$ 0.03	12/31/2013	Â	C ⁽⁹⁾	Â	73,367	12/31/2013	06/30/2018	Common Stock
Debt Conversion Rights (Warrant)	\$ 0.04	12/31/2013	Â	C ⁽⁹⁾	Â	36,683	12/31/2013	06/30/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCMORRAN DOREEN 6320 S. SANDHILL RD UNIT 10 LAS VEGAS, NV 89120	Â	Â X	Â	Â

Signatures

/s/ Doreen
McMorran

02/13/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1)

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On June 30, 2013, the Issuer paid out a portion of the Promissory Note due to Ms. McMorrان which totalled \$66,686. The Issuer paid Ms. McMorrان \$8,249 resulting in the reduction of the value of the Promissory Note to \$58,437 as well as reduction in the amount of common stock owed under the convertible feature of the Promissory Note.

- (2) On June 30, 2013, the Issuer paid out the entirety of the Promissory Note due to Ms. McMorrان totalling \$34,751 which resulted in a reduction in the amount of common stock owed under the convertible feature of the Promissory Note.

On December 31, 2013 the Issuer entered into Debt Conversion Agreement with Ms. McMorrان totaling \$60,725.66. Under the terms of the Debt Conversion Agreement, Ms. McMorrان has the right to convert the debt amount into common stock of the Issuer as well as a warrant agreement to purchase one share for every two shares acquired. The expiration date on the warrant is 3 years from the date of conversion.
- (3)
- (4) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$17,968.
- (5) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$32,848.
- (6) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$6,328.
- (7) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$17,156.
- (8) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$6,628.
- (9) Total amount of interest due under prior Debt Conversion Agreement issued to Ms. McMorrان totaling \$2,201.
- (10) On October 15, 2013, the Issuer's Board of Directors approved to extend the stock options issued to Ms. McMorrان.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.