SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 Address of Reporting Person <sup>*</sup> Siebert Lawrence A.			2. Date of Event Requiring Statement (Month/Day/Year) 05/05/2004		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Chembio Diagnostics Inc.</u> [ CEMI ]					
(Last) (First) (Middle) 3661 HORSEBLOCK ROAD					. Relationship of Reporting Person(s) to Issuer   Check all applicable)   X Director X 10% Owner   v Officer (give title Other (specify		r (Mor	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check		
(Street) MEDFORD NY 11763					X Onicer (give nue below) President	below)	Appl	Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
1. Title of Security (Instr. 4)				tive Securities Beneficial 2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ( (Instr. 5)	t (D) (Instr. 5)				
Common Stock <sup>(1)</sup>					1,406,967	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	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
8% Series A Convertible Preferred Stock <sup>(2)</sup>			05/05/2004	12/31/2049	Common Stock	1,547,117	(3)	D		
Option to purchase Common Stock <sup>(1)</sup>			11/19/2003	11/19/2007	Common Stock	50,000	3	D		
Option to purchase Common Stock <sup>(1)</sup>			05/05/2004	12/31/2008	Common Stock	10,000	4	D		
Option to purchase Common Stock <sup>(1)</sup>			05/05/2004	05/04/2011	Common Stock	50,000	0.75	D		
Option to purchase Common Stock <sup>(1)</sup>			05/05/2004	05/04/2011	Common Stock	10,000	1	D		
Warrant to purchase Common Stock <sup>(2)</sup>			05/05/2004	05/04/2009	Common Stock	1,856,541	0.9	D		
Warrant to purchase Common Stock <sup>(1)</sup>			05/05/2004	05/04/2009	Common Stock	140,697	0.9	D		
Warrant to purchase Common Stock <sup>(1)</sup>			05/05/2004	05/04/2009	Common Stock	66,869	0.45	D		
Warrant to purchase Common Stock <sup>(1)</sup>		08/01/2002	07/31/2006	Common Stock	66,869	1.8	D			
11% Convertible Promissory Note <sup>(4)</sup>		12/31/2004	12/31/2004	8% Series A Convertible Preferred Stock	1.963	30,000	D			
12% Convertible Promissory Note <sup>(4)</sup>			12/31/2004	12/31/2004	8% Series A Convertible Preferred Stock	13.107	30,000	D		
Option to purchase Common Stock <sup>(5)</sup>			05/28/2005	05/27/2011	Common Stock	50,000	1.2	D		
Option to purchase Common Stock <sup>(5)</sup>			05/28/2006	05/27/2011	Common Stock	50,000	1.5	D		

## Explanation of Responses:

1. On May 5, 2004, the Issuer acquired Chembio Diagnostics Systems Inc., a privately held corporation ("Chembio"), through a merger of a wholly owned subsidiary of the Issuer with and into Chembio. Pursuant to the terms of the merger, each stockholder of Chembio received shares of the Issuer's Common Stock in exchange for Chembio common stock owned. The Issuer also assumed all the outstanding warrants and options to acquire Chembio common stock. Each assumed warrant and option is now exercisable for shares of the Issuer's Common Stock. Mr. Siebert received 1,405,967 shares of the Issuer's Common Stock in exchange for warrants and options to purchase 120,000 shares of the Issuer's Common Stock in exchange for warrants and options, respectively, that he held of Chembio.

2. On May 5, 2004, the Issuer consummated a private offering of its 8% Series A Convertible Preferred Stock (together with warrants to purchase shares of its Common Stock) in exchange for certain indebtedness of Chembio that was previously outstanding. The conversion price at which such debt was exchanged into 8% Series A Convertible Preferred Stock (together with warrants to purchase shares of the Issuer's Common Stock) was \$30,000 per share. Mr. Siebert converted \$918,920.30 of Chembio indebtedness that he held prior to the merger into 30.942 shares Series A Convertible Preferred Stock (together with warrants to purchase 1,856,520 shares of Common Stock) pursuant to the Series A Offering.

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4. Certain indebtedness of Chembio held by Mr. Siebert was not converted pursuant to the Series A Offering. Mr. Siebert continues to hold an 11% Promissory Note that will mature on December 31, 2004 and a 12% Promissory Note that will mature on December 31, 2004. The Issuer will have the option to either repay the notes with cash or convert the outstanding amount of the notes (together with accrued interest) into shares of its 8% Series A Convertible Preferred Stock.

5. In connection with Mr. Siebert's employment, options were granted.

## Lawrence A. Siebert

07/07/2004

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.

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