

Sibling Group Holdings, Inc.
 Form 4/A
 July 25, 2014

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Honeycutt Andrew E

(Last) (First) (Middle)

160 DEER FOREST TRAIL

(Street)

FAYETTEVILLE, GA 30214

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sibling Group Holdings, Inc. [SIBE]

3. Date of Earliest Transaction (Month/Day/Year)

12/28/2012

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

07/11/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2012		A ⁽¹⁾		350,000	(2)	(2)
						(3)	(4)
						(4)	
Common Stock	12/31/2012		G		200,000	D	(5)
						(3)	(4)
Common Stock	11/08/2013		A		150,000	(2)	(2)
						(3)	(4)
Common Stock	03/06/2014		A		150,000	(2)	(2)
						(3)	(4)

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

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(9-02)

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

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Honeycutt Andrew E 160 DEER FOREST TRAIL FAYETTEVILLE, GA 30214		X		

Signatures

/s/ Andrew E
Honeycutt

07/25/2014

**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) Amended to include transaction previously reported on a Form 3 filed by the Report Person on July 11, 2014.
 - (2) The securities were issued in connection with the Company's Director Compensation Policy and approved by Issuer's Board of Directors.
On December 28, 2012, the Board of Directors approved the issuance of (1) 200,000 shares of common stock to each Director who joined the Board in 2012 and (2) 150,000 shares of common stock in lieu of cash directors fees to each member of the Board of Directors for services as a member of the Board of Directors in 2013. This was modified in October 2013 to allow for 350,000 shares on joining the Board, and all active Directors received an additional shares of our unregistered common stock to reflect this adjustment.
 - (3)
 - (4) All shares approved for issuance by the Board of Directors on December 28, 2012 were subject to a "reverse vesting" provision, such that 50% of the shares awarded to a Director are automatically cancelled if that Director does not complete 12 months of service, measured from January 1, 2013, unless the termination results from a merger or change of control of the Company. In October 2013, recognizing

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that a significant change in the Board membership was needed, the vesting provisions were waived for all parties.

(5) Not applicable.

(6) This report supersedes in its entirety the Form 4 filed by the Report Person on July 11, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space 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.