

SKINVISIBLE INC
Form 4
February 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HOWLETT TERRY

(Last) (First) (Middle)
6320 S. SANDHILL ROAD, SUITE #10
(Street)

LAS VEGAS, NV 89120

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D)	Code V Amount (D) Price		

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

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 control number.

SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nu Sha
				Code	V				
Debt Conversion Rights	\$ 0.03	12/31/2012	C ⁽¹⁾	1,505,200		12/31/2012	12/31/2017	Common stock	1,5
Debt Conversion Rights (Warrant)	\$ 0.04	12/31/2012	C ⁽¹⁾	752,600		12/31/2012	12/31/2020	Common stock	7
Debt Conversion Rights	\$ 0.03	12/31/2012	C ⁽²⁾	1,636,035		12/31/2012	12/31/2017	Common stock	1,6
Debt Conversion Rights (Warrant)	\$ 0.04	12/31/2012	C ⁽²⁾	818,020		12/31/2012	12/31/2020	Common stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOWLETT TERRY 6320 S. SANDHILL ROAD SUITE #10 LAS VEGAS, NV 89120	X	X	CEO & CFO	

Signatures

/s/ Terry
Howlett

01/31/2013

**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).

On December 31, 2012 the Issuer issued a Promissory Note to Mr. Howlett totaling \$45,156.03. Under the terms of the Promissory Note,
(1) Mr. Howlett has the right to convert all or any part of the principal sum of the loan 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.

On December 31, 2012 the Issuer issued a Promissory Note to Mr. Howlett totaling \$49,081.05. Under the terms of the Promissory Note,
(2) Mr. Howlett has the right to convert all or any part of the principal sum of the loan 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.

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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