

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Interpace Biosciences, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

46062X303
(CUSIP Number)

Peter H. Kamin
2720 Donald Ross Road, #311
Palm Beach Gardens, FL 33410

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 3, 2021
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Peter H. Kamin		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) PF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 781,956 ⁽¹⁾
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 781,956 ⁽¹⁾
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 781,956 ⁽¹⁾		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>		

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.7% ⁽²⁾
14	TYPE OF REPORTING PERSON (See Instructions) IN

- (1) Includes 234,805 shares of Common Stock held by the Peter H. Kamin Revocable Trust dated February 2003, of which Peter H. Kamin (“Kamin”) is the sole trustee, 133,186 shares of Common Stock held by the Peter H. Kamin Childrens Trust dated March 1997 of which Kamin is the trustee, 44,670 shares of Common Stock held by 3K Limited Partnership, of which Kamin is the General Partner and 99,187 shares of Common Stock held by the Peter H. Kamin Family Foundation of which Kamin is the trustee (collectively, the “Trusts”).
- (2) Calculated based on 4,174,447 shares of Common Stock issued and outstanding as of December 1, 2021.

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This Amendment No. 1 (“Amendment No. 1”) is being filed by Peter H. Kamin (“Kamin” or the “Reporting Person”) with respect to the shares of the Common Stock, \$0.01 par value (the “Shares”), of Intpace Biosciences, Inc., a Delaware corporation (the “Issuer”). This Amendment No. 1 amends and supplements or restates, as applicable, the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on March 1, 2021 (the “Schedule 13D”). Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule 13D. Information given in response to each item shall be deemed to be incorporated by reference in all other items. Capitalized terms used but not defined in this Amendment No. 1 shall have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

The Reporting Person beneficially owns 781,956 shares of Common Stock, which represents approximately 18.7% of the Company’s outstanding shares of Common Stock.

- (a) The percentage ownership of shares of Common Stock set forth in this Schedule 13D is based on the 4,174,447 shares of Common Stock reported to be outstanding as of December 1, 2021 by the Issuer in its Registration Statement on Form S-1 as filed with SEC on December 3, 2021.
- (b) Kamin has the sole voting power and sole dispositive power with respect to all of the Shares held by him and the Trusts.
- (c) Not Applicable
- (d) Not Applicable
- (e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On December 3, 2021, the Issuer filed with the SEC a Registration Statement on Form S-1 with respect to distribution to holders of the Shares as of a record date to be announced at no charge on a pro rata basis, non-transferable subscription rights (“Subscription Rights”) to purchase Shares (the “Rights Offering”).

In connection with the Rights Offering, Kamin, on behalf of himself, the Trusts and 3K Limited Partnership of which Kamin serves as general partner and managing partner (the “Standby Purchaser”, and together with Kamin and the Trusts, the “Investors”), reached an agreement in principle with the Issuer to enter into a standby purchase agreement (“Standby Purchase Agreement”) whereby, and subject to the terms and conditions thereof, Kamin and the Trusts would agree to exercise all the Subscription Rights it receives pursuant to the 2021 Rights Offering and the Standby Purchaser would agree to purchase, in a private placement pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), all Shares that are not subscribed for at the expiration of the Rights Offering to the extent that other holders elect not to exercise all of their respective Subscription Rights (the “Standby Purchase Commitment”) at a price per share equal to the Subscription Price less \$0.15, and upon the closing of the Rights Offering, the Issuer would agree to pay the Standby Purchaser \$750,000 for its guarantee of the Rights Offering, as well as reimburse the Investors for their reasonable legal and professional out-of-pocket expenses in connection with the Rights Offering, whether or not the Rights Offering is consummated. Also the agreement in principle relative to the Standby Purchase Agreement anticipates that the Issuer will enter into with the Investors: (1) an investor rights agreement whereby the Issuer would grant the Standby Purchaser the right to designate a candidate for the Issuer’s board of directors and cause its board of directors to appoint such candidate, effective as of the closing of the Rights Offering, and to nominate and recommend such candidate for each subsequent election; provided that the Standby Purchaser (together with its affiliates), at the time of such appointment or nomination, then holds Shares representing at least five percent (5.0%) of the fully-diluted Shares (assuming the conversion of all outstanding convertible securities); and (2) a registration rights agreement pursuant to which the Issuer would use its best efforts to register for resale all of the Shares then held by the Investors following the closing of the Rights Offering. Consummation of the Rights Offering is subject to conditions, including the registration statement’s being declared effective by the SEC, the determination of the Issuer’s board of directors to proceed with the Rights Offering and the Company’s entry into the Standby Purchase Agreement and related agreements with the Investors. The agreement in principle with respect to the Standby Purchase Agreement and related agreements is not binding and the Investors’ obligations are subject to the negotiation and entry into definitive agreements with the Investors and the Investors are not legally obligated enter into such agreements or to exercise any Subscription Rights until definitive agreements are executed by the parties.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 6, 2021

Dated

/s/ Peter H. Kamin

Signature

Peter H. Kamin

Name/Title

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).