

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2018-12-21**
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SUBJECT COMPANY

Synergy CHC Corp.

CIK:[1562733](#) | IRS No.: [990379440](#) | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: [005-88542](#) | Film No.: [181249078](#)
SIC: **2833** Medicinal chemicals & botanical products

Mailing Address
*865 SPRING STREET
WESTBROOK ME 04092*

Business Address
*865 SPRING STREET
WESTBROOK ME 04092
615-939-9004*

FILED BY

Gowan Private Equity Inc.

CIK:[1640085](#) | IRS No.: [000000000](#) | State of Incorporation: **A5** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
*275 CANTERBURY LANE
FALL RIVER A5 B2T1A4*

Business Address
*275 CANTERBURY LANE
FALL RIVER A5 B2T1A4
902-237-1220*

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

SYNERGY CHC CORP.

(Name of Issuer)

Common Stock, \$0.00001 par value

(Title of Class of Securities)

87165D 109

(CUSIP Number)

**Gowan Private Equity Inc.
Dunhill Distribution Group, Inc.
Gowan Capital Inc.
Jack Ross
275 Canterbury Lane
Fall River, Nova Scotia B2T 1A4
(902) 237-1220**

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

December 10, 2018

(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. []

1. Name of Reporting Person

Gowan Private Equity Inc.

2. Check the Appropriate Box if a Member of a Group

a)

b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Fall River, Nova Scotia

7. Sole Voting Power

44,053,100

Number of
Shares

Beneficially
Owned By

Each Reporting
Person with

8. Shared Voting Power

49,614,433⁽¹⁾

9. Sole Dispositive Power

44,053,100

10. Shared Dispositive Power

49,614,433⁽¹⁾

11. Aggregate Amount Beneficially Owned by Each Reporting Person

49,614,433⁽¹⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Not Applicable

13. Percent of Class Represented by Amount in Row (11)

55.2%⁽²⁾

14. Type of Reporting Person

CO

(1) Includes 1,000,000 shares of Common Stock, par value \$0.00001 per share (the “**Common Stock**”) of Synergy CHC Corp. (the “**Issuer**”) subject to options held by Kenek Brands, Inc., which is wholly-owned by Mr. Ross, that are exercisable within 60 days of October 20, 2017.

(2) The calculation is based on 89,862,683 shares of Common Stock of the Issuer outstanding as of November 12, 2018, according to information set forth in the Issuer’s Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2018 (“**Form 10-Q**”), filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on November 13, 2018.

1. Name of Reporting Person

Dunhill Distribution Group, Inc.

2. Check the Appropriate Box if a Member of a Group

a)

b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Fall River, Nova Scotia

Number of
Shares
Beneficially
Owned By
Each Reporting
Person with

7. Sole Voting Power

3,208,649

8. Shared Voting Power

49,614,433⁽¹⁾

9. Sole Dispositive Power

3,208,649

10. Shared Dispositive Power

49,614,433⁽¹⁾

11. Aggregate Amount Beneficially Owned by Each Reporting Person

49,614,433⁽¹⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Not Applicable

13. Percent of Class Represented by Amount in Row (11)

55.2%⁽²⁾

14. Type of Reporting Person

CO

1. Name of Reporting Person

Gowan Capital Inc.

2. Check the Appropriate Box if a Member of a Group

a)

b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Fall River, Nova Scotia

Number of
Shares
Beneficially
Owned By
Each Reporting
Person with

7. Sole Voting Power

1,625,034

8. Shared Voting Power

49,614,433⁽¹⁾

9. Sole Dispositive Power

1,625,034

10. Shared Dispositive Power

49,614,433⁽¹⁾

11. Aggregate Amount Beneficially Owned by Each Reporting Person

49,614,433⁽¹⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Not Applicable

13. Percent of Class Represented by Amount in Row (11)

55.2%⁽²⁾

14. Type of Reporting Person

CO

1. Name of Reporting Person

Jack Ross

2. Check the Appropriate Box if a Member of a Group

a) [X]

b) []

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

5. Check if Disclosure of Legal Proceeding Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Canada

7. Sole Voting Power

57,111,443^{(1) (3)}

Number of
Shares
Beneficially
Owned By
Each Reporting
Person with

8. Shared Voting Power

0

9. Sole Dispositive Power

49,614,433⁽¹⁾

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

57,111,443⁽³⁾

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

Not Applicable

13. Percent of Class Represented by Amount in Row (11)

63.6%⁽²⁾

14. Type of Reporting Person

IN

(3) On August 9, 2017, pursuant to an Irrevocable Proxy to Vote Stock of Synergy CHC Corp. (the “**Proxy**”), Knight Therapeutics (Barbados) Inc. (“**Knight**”) appointed Mr. Ross proxy with respect to that number of shares of the Issuer’s Common Stock owned by Knight in excess of 10% of the outstanding number of voting shares of the Issuer at such time. As reported in the Issuer’s Form 10-Q, 89,862,683 voting shares of the Issuer were outstanding as of November 12, 2018. Accordingly, as of the date hereof, Mr. Ross has sole voting power over approximately 8,659,544 shares of the Issuer’s voting shares owned by Knight, which such shares are included in this Item.

This Amendment No. 2 on Schedule 13D (“**Amended Schedule 13D**”) amends the statement on Schedule 13D dated April 19, 2015 (the “**Original Schedule 13D**”), and supersedes Amendment 1 dated August 9, 2017, relating to the Common Stock of the Issuer filed by:

Gowan Private Equity Inc. (“**Gowan PE**”);
Dunhill Distribution Group, Inc. (“**Dunhill**”);
Gowan Capital Inc. (“**Gowan Cap**”);
and Jack Ross

(collectively, the “**Reporting Persons**”). Except as expressly amended below, the Original Schedule 13D remains in effect.

Item 3. Source and Amount of Funds or Other Consideration

The information for Item 3 provided in the Original Schedule 13D is amended to report that Gowan PE, Dunhill and Gowan Cap beneficially own an aggregate of 49,614,433 shares of the Issuer’s Common Stock and Mr. Ross beneficially owns an aggregate of 57,111,443 shares of the Issuer’s Common Stock.

Item 4. Purpose of Transaction

The information for Item 4 provided in the Original Schedule 13D is hereby amended to add that voting power with respect to 8,659,544 shares beneficially owned by Knight has been appointed to Mr. Ross in accordance with the Proxy.

Item 5. Interest in Securities of the Issuer

- (a) See rows (11) and (13) of the cover pages to the Amended Schedule 13D for the aggregate number of shares and percentages of the shares beneficially owned by each of the Reporting Persons.
- (b) See rows (7) through (10) of the cover pages to the Amended Schedule 13D for the number of shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) On December 10, 2018, Gowan Cap entered into that certain Stock Purchase Agreement by and between certain stockholders of Issuer for the purchase of 1,225,034 shares of the common stock of Issuer at \$0.55 per share.

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

On August 9, 2017, pursuant to the Proxy, Knight appointed Mr. Ross as proxy with respect to that number of shares of the Issuer’s common stock owned by Knight in excess of 10% of the outstanding number of voting shares of the Issuer at such time. As reported in the Issuer’s Form 10-Q, 89,862,683 voting shares of the Issuer were outstanding as of November 12, 2018. Accordingly, as of the date hereof, Mr. Ross has sole voting power over 8,659,544 shares of the Issuer’s voting shares owned by Knight. The Proxy remains in effect until February 9, 2018 and will automatically renew for additional six month terms unless and until Knight gives no less than ten days prior written notice of termination after February 9, 2018.

Item 7. Material to be Filed as Exhibits

[Exhibit 7.01. Joint Filing Agreement.](#)

[Exhibit 7.02. Irrevocable Proxy to Vote Stock of Synergy CHC Corp. dated August 9, 2017.](#)

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.

Dated: December 21, 2018

GOWAN PRIVATE EQUITY INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

DUNHILL DISTRIBUTION GROUP, INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

GOWAN CAPITAL INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

JACK ROSS

By: /s/ Jack Ross

Name: Jack Ross

**JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Amendment No. 1 to Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Amendment No. 1 to Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: December 21, 2018

GOWAN PRIVATE EQUITY INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

DUNHILL DISTRIBUTION GROUP, INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

GOWAN CAPITAL INC.

By: /s/ Jack Ross

Name: Jack Ross

Title: CEO and President

JACK ROSS

By: /s/ Jack Ross

Name: Jack Ross

**IRREVOCABLE PROXY
TO VOTE STOCK OF
SYNERGY CHC CORP.**

The undersigned KNIGHT THERAPEUTICS (BARBADOS) INC. (“**Knight**”), a stockholder of SYNERGY CHC CORP., a Nevada corporation (the “**Company**”), hereby irrevocably (to the fullest extent permitted by applicable law) appoints Jack Ross (the “**Proxy**”), as the sole and exclusive proxy of the undersigned (to the exclusion of the undersigned), with full power of substitution and resubstitution, to vote and exercise all voting and related rights (to the fullest extent that the undersigned is entitled to do so) with respect to the Proxy Shares (as hereinafter defined) in accordance with the term of this Irrevocable Proxy.

For purposes hereof:

“**Proxy Shares**” means such number of Shares held by Knight from time to time in excess of 10% of the outstanding number of Voting Shares of the Company at such time.

“**Shares**” means all of the Voting Shares of the Company that now are or hereafter may be owned by Knight, whether beneficially (as indicated by Knight in its filings on Form 13D or 13G, or its reporting pursuant to Section 16 of the Securities Exchange Act of 1934) or of record, including without limitation any such Voting Shares as to which Knight has a proxy from the record or beneficial owner thereof, and any and all other Voting Shares of the Company issued or issuable in respect of any of the foregoing on or after the date hereof.

“**Voting Shares**” means those issued and outstanding shares or other securities of the Company that have a voting right attached thereto, provided that if a share or other security of the Company is granted a voting right solely upon the occurrence of a particular event or circumstance, then such share or security shall be a Voting Share only upon such event or circumstance arising and for so long as such voting right continues.

Upon execution of this Irrevocable Proxy by Knight, any and all prior proxies given by such undersigned stockholder with respect to any Shares are hereby revoked and terminated including, for certainty, the Irrevocable Proxy granted by Knight to the Proxy on August 9, 2017. The undersigned agrees not to grant any subsequent proxies with respect to the Shares until after the Expiration Date (as defined below).

This Irrevocable Proxy is irrevocable (to the fullest extent provided by applicable law), is coupled with an interest, which the undersigned hereby acknowledges, and is granted in consideration of the ongoing commercial arrangements as between Knight and its affiliates and the Proxy and his affiliates.

This Irrevocable Proxy shall commence on the date hereof and shall continue in full force and effect for an initial term of six (6) months (the “**Initial Term**”) and thereafter will automatically be renewed for additional six month terms (each, an “**Additional Period**”), unless and until Knight gives no less than ten (10) days prior written notice of termination at end of the Initial Term or any Additional Period (the “**Written Notice of Termination**”). Notwithstanding the preceding sentence, this Irrevocable Proxy shall terminate and be of no force and effect immediately and without further action on the date upon which the aggregate number of Shares held by the undersigned is less than 10% of the aggregate number of the Voting Shares of the Company (the “**Automatic Termination Date**”). As used herein, the term “**Expiration Date**” shall mean the earlier of (i) the effective date of the termination of this Irrevocable Proxy as specified in the Written Notice of Termination and (ii) the Automatic Termination Date.

The Proxy named above is hereby authorized and empowered by the undersigned, at any time prior to the Expiration Date, to act as the undersigned’s proxy to vote the Proxy Shares, and to exercise all voting rights of the undersigned (to the exclusion of the undersigned) with respect to the Proxy Shares, and to execute and deliver written consents pursuant to applicable law, at any annual, special or adjourned meeting of the stockholders of the Company and in any written consent in lieu of such meeting (regardless of whether such consent is unanimous and regardless of who, if anyone, calls for such meeting). Upon each such instance, the parties shall determine the precise number of Proxy Shares at such time having regard to the Shares then held by the undersigned and the aggregate Voting Shares of the Company then issued and outstanding.

All authority herein conferred shall survive (as applicable) the dissolution, liquidation, cancellation, termination, or insolvency of the undersigned and any obligation of the undersigned hereunder shall be binding upon the successors and assigns of the undersigned.

Knight acknowledges that irreparable damage would result if this Irrevocable Proxy is not specifically enforced and that, therefore, the rights and obligations of Proxy may be enforced by a decree of specific performance issued by a court of competent jurisdiction, and appropriate injunctive relief may be applied for and granted in connection therewith. Such remedies shall, however, not be exclusive and shall be in addition to any other remedies which Proxy may otherwise have available.

Without limiting the generality of the foregoing, this Proxy is executed and intended to be irrevocable in accordance with the provisions of Section 78.355 of the Nevada General Corporation Law.

To the maximum extent permitted under applicable law, a pdf, facsimile or other version of this Irrevocable Proxy that can be reduced to hard copy, delivered through any medium, shall have the same force and effect as a duly executed original version of this Irrevocable Proxy.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Irrevocable Proxy as of December 10, 2018. This Irrevocable Proxy is coupled with an interest as foresaid and is irrevocable.

KNIGHT THERAPEUTICS (BARBADOS) INC.

/s/ Michel Loustric

Name: Michel Loustric

Accepted and Agreed

/s/ Jack Ross

Name: Jack Ross

IN WITNESS WHEREOF, the undersigned has duly executed this Irrevocable Proxy as of December 10, 2018. This Irrevocable Proxy is coupled with an interest as foresaid and is irrevocable.

KNIGHT THERAPEUTICS (BARBADOS) INC.

/s/ Michel Loustric

Name: Michel Loustric

Accepted and Agreed

/s/ Jack Ross

Name: Jack Ross

