

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(Amendment No. 2)

(Rule 14d-100)
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

SKYLINE MEDICAL INC.
(Name of Subject Company (Issuer) and Name of Filing Person (Issuer))
Units Consisting of Shares of Common Stock, Series B Exchange Warrants and Series C Reset Warrants
(Title of Class of Securities)
Series B Exchange Warrants: 83084T 135
Series C Reset Warrants: 83084T 143
(CUSIP Number of Class of Securities)

Joshua Kornberg
Chief Executive Officer, President and Interim Chairman of the Board
Skyline Medical Inc.
2915 Commers Drive, Suite 900
Eagan, Minnesota 55121
(651) 389-4800
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)
with copies to:

Martin R. Rosenbaum, Esq. Leah Fleck, Esq. Maslon LLP 3300 Wells Fargo Center 90 South Seventh Street Minneapolis, Minnesota 55402 Tel: 612-672-8200 Fax: 612-672-8397	Spencer G. Feldman, Esq. Olshan Frome Wolosky LLP Park Avenue Tower 65 East 55th Street New York, New York 10022 Tel: 212-451-2300 Fax: 212-451-2222
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CALCULATION OF FILING FEE

Transaction valuation*
\$16,050,734.70

Amount of filing fee**
\$1,616.31

* Estimated for purposes of calculating the amount of the filing fee only. Skyline Medical Inc. (the "Company") is offering holders of the Company's outstanding units, each consisting of (a) one share of the Company's common stock, par value \$0.01, (b) one share of Series B Preferred Stock (which will convert into one share of common stock after the Units separate) and (c) four Series A Warrants, each of which can be exercised for one share of common stock at \$4.95 per share or for a variable number of shares upon a cashless exercise, depending on the market value of our common stock at the time of exercise (the "Existing Units"), the opportunity to exchange such Existing Units for New Units, each consisting of (i) two shares of the Company's common stock, par value \$0.01 (the "Shares"), (ii) four Series B Exchange Warrants and (iii) four Series C Reset Warrants (together, the "New Units"). The amount of the filing fee assumes that all outstanding Existing Units will be exchanged and is calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, as modified by Fee Rate Advisory No. 1 for fiscal year 2016. The transaction value was determined by using the average of the high and low price of the Units as reported on The NASDAQ Capital Market on February 19, 2016, which was \$8.47.

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\$1,717.45 previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$1,590.55	Filing Party:	Skyline Medical Inc.
Form of Registration No.:	Schedule TO File Number 005-86172	Date Filed:	January 22, 2016

Amount Previously Paid:	\$126.90	Filing Party:	Skyline Medical Inc.
Form of Registration No.:	Schedule TO File Number 005-86172	Date Filed:	February 11, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 2 (this “Amendment No. 2”) amends and supplements that Tender Offer Statement on Schedule TO (this “Schedule TO”) originally filed by Skyline Medical Inc., a Delaware corporation (“Skyline” or the “Company”) on January 22, 2016, as amended by Amendment No. 1 to Schedule TO filed by Skyline on February 11, 2016. This Schedule TO relates to the offer by the Company to all holders of the Company’s outstanding units (the “Existing Units”), each consisting of (a) one share of the Company’s common stock, par value \$0.01, (b) one share of Series B Preferred Stock (which will convert into one share of common stock after the Units separate) and (c) four Series A Warrants, each of which can be exercised for one share of common stock at \$4.95 per share or for a variable number of shares upon a cashless exercise, depending on the market value of the common stock at the time of exercise, to receive one New Unit, each consisting of (i) two shares of the Company’s common stock, par value \$0.01 (the “Shares”), (ii) four Series B Exchange Warrants and (iii) four Series C Reset Warrants (together, the “New Units”) per Existing Unit. The offer is subject to the terms and conditions set forth in the Offer Letter, dated February 11, 2016 (the “Offer Letter”), a copy of which was Exhibit (a)(1)(A) to the Schedule TO, and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the “Offer”).

The information set forth in the Schedule TO remains unchanged, except that such information is hereby amended and supplemented to the extent specifically provided herein. All capitalized terms used in this Amendment No. 2 without definition have the meanings ascribed to them in the Offer Letter.

This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4 under the Securities Exchange Act of 1934, as amended.

Items 1 through 11.

Items 1 through 11 of the Schedule TO and the portions of the Offer Letter referred to in such Items are hereby amended and supplemented by the following:

“On February 23, 2016, the Company issued a press release announcing that it had extended the Exchange Offer until 5:00 p.m., Eastern time, on February 26, 2016. The full text of the press release announcing the extension of the Exchange Offer is filed as Exhibit (a)(5)(D) to Amendment No. 2 to the Schedule TO and is incorporated by reference into the Schedule TO.”

Item 12. Exhibits.

Item 12 is hereby amended and supplemented by adding the following exhibit:

Exhibit

Number	Description
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(a)(5)(D)	Press Release dated February 23, 2016.
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Item 13. Information Required by Schedule 13e-3.

Not applicable.

SIGNATURE

After due 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.

SKYLINE MEDICAL INC.

By: /s/ Joshua Kornberg
Joshua Kornberg
Chief Executive Officer

Date: February 23, 2016

INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)(A)	Offer Letter dated February 11, 2016 filed on February 22, 2016 as an exhibit to Amendment No. 1 to Schedule TO and incorporated herein by reference.
(a)(1)(B)	Letter of Transmittal (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9) filed on January 22, 2016 as an exhibit to our Schedule TO and incorporated herein by reference.
(a)(1)(D)	Form of letter to brokers, dealers, commercial banks, trust companies and other nominees to their clients filed on January 22, 2016 as an exhibit to our Schedule TO and incorporated herein by reference.
(a)(1)(E)	Form of letter to be used by brokers, dealers, commercial banks, trust companies and other nominees for their clients filed on January 22, 2016 as an exhibit to our Schedule TO and incorporated herein by reference.
(a)(5)(A)	The Company's Annual Report on Form 10-K filed with the SEC on April 30, 2015, incorporated herein by reference.
(a)(5)(B)	The Company's Quarterly Report on Form 10-Q filed with the SEC on November 13, 2015, incorporated herein by reference.
(a)(5)(C)	The Company's Amendment to Quarterly Report on Form 10-Q/A filed with the SEC on December 9, 2015, incorporated herein by reference.
(a)(5)(D)	Press Release dated February 23, 2016.
(b)	Not applicable.
(d)(1)	Form of Series A Warrant Agency Agreement by and between Skyline Medical Inc. and Corporate Stock Transfer, Inc. and Form of Warrant Certificate filed on August 20, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference.
(d)(2)	Specimen certificate evidencing shares of Common Stock filed on July 20, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference.
(d)(3)	Form of Series A Warrant Certificate (included as part of Exhibit (d)(1)).
(d)(4)	Unit Purchase Option issued in connection with offering of Units filed on August 10, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference.
(d)(5)	Form of specimen certificate evidencing shares of Series B Convertible Preferred Stock filed on August 10, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference.
(d)(6)	Form of Unit Agreement (including form of Unit Certificate) filed on August 20, 2015 as an exhibit to our Registration Statement on Form S-1 (File No. 333-198962) and incorporated herein by reference.
(d)(7)	Form of Warrant Agency Agreement by and between Skyline Medical Inc. and Forms of Warrant Certificates for Series B Exchange Warrant and Series C Reset Warrant (included as Exhibit 4.19 to our Registration Statement on Form S-4 filed January 22, 2016).
(d)(8)	Form of Series B Exchange Warrant Certificate (included as Exhibit 4.19 to our Registration Statement on Form S-4 filed January 22, 2016).
(d)(9)	Form of Series C Reset Warrant Certificate (included as Exhibit 4.19 to our Registration Statement on Form S-4 filed January 22, 2016).
(g)	Not applicable.
(h)	Not applicable.

Skyline Medical Extends Unit Exchange Offer for Outstanding Units Issued in August 2015

MINNEAPOLIS, Feb. 23, 2016 (GLOBE NEWSWIRE) – Skyline Medical Inc. (NASDAQ:SKLN) (NASDAQ:SKLNU) today announced the extension of its previously announced offer (the “Exchange Offer”) to issue new Units (the “New Units”) in exchange for the outstanding Units sold in the August 2015 offering (NASDAQ:SKLNU) (the “Existing Units”). The Exchange Offer has been extended until 5:00 p.m., Eastern time, on February 26, 2016, unless further extended by Skyline.

The Exchange Offer was previously scheduled to expire at 5:00 p.m., Eastern time, on February 22, 2016. As of February 22, 2016, 83,433 Existing Units have been tendered and not withdrawn and the last reported trading price of the Existing Units was \$8.25. Each New Unit consists of 2 shares of common stock, 4 Series B Exchange Warrants and 4 Series C Reset Warrants (together, the “New Warrants”), with the New Warrants to be listed for trading. The New Units will immediately separate upon issuance into the component securities.

Except for the extension of the expiration of the Exchange Offer, all of the material terms and conditions of the Exchange Offer remain unchanged.

Skyline has filed with the SEC a registration statement on Form S-4 to register the securities comprising the New Units and the component securities. The registration statement on Form S-4 is available on the SEC’s EDGAR system. The registration statement was declared effective on February 12, 2016.

All registered holders of outstanding Existing Units as of the date of the commencement of the Exchange Offer may participate in the Exchange Offer. The Exchange Offer will expire on the Expiration Date at 5:00 p.m. Eastern time on February 26, 2016 unless the Exchange Offer is further extended at Skyline’s sole discretion. Tenders of the Existing Units must be made prior to the expiration of the Exchange Offer and may be withdrawn at any time prior to the expiration of the Exchange Offer. D.F. King & Co., Inc. is serving as the Information Agent in connection with the Exchange Offer. Questions or requests for assistance, or for additional copies of the Exchange Offer documents, Letter of Transmittal or other materials should be directed to: D.F. King & Co., Inc. at 48 Wall Street, New York, NY 10005; Toll-Free: (866) 406-2283; Banks & Brokers Call Toll: (212) 269-5550; email: sklnu@dfking.com.

Important Notice

This press release is for informational purposes only and is neither an offer to exchange nor a solicitation of an offer to exchange any of the Company’s securities. The offer to exchange has been made only pursuant to the Exchange Offer, the Letter of Transmittal and other materials that were mailed to holders of the Existing Units eligible to be exchanged in the Exchange Offer and have been filed with the Securities and Exchange Commission. Holders of securities eligible to be exchanged in the Exchange Offer should read those materials and the documents incorporated therein by reference carefully because they will contain important information, including the various terms of, and conditions to, the Exchange Offer. The Company has filed a Tender Offer Statement on Schedule TO with the Securities and Exchange Commission, which includes an Offer Letter, the related election to participate and other materials, and is available at no charge at the Securities and Exchange Commission’s website at www.sec.gov, or D.F. King & Co., Inc. at 48 Wall Street, New York, NY 10005; Toll-Free: (866) 406-2283; Banks & Brokers Call Toll: (212) 269-5550; email: sklnu@dfking.com. Holders of securities eligible to be exchanged in the offer are urged to read those materials carefully prior to making any decisions with respect to the Exchange Offer.

About Skyline Medical Inc.

Skyline Medical Inc. produces a fully automated, patented, FDA-cleared, waste fluid disposal system that virtually eliminates staff exposure to blood, irrigation fluid and other potentially infectious fluids found in the healthcare environment. Antiquated manual fluid handling methods — which require hand carrying and emptying filled fluid canisters — present an exposure risk and potential liability. Skyline Medical’s STREAMWAY System fully automates the collection, measurement and disposal of waste fluids and is designed to: 1) reduce overhead costs to hospitals and surgical centers, 2) improve compliance with Occupational Safety and Health Association (OSHA) and other regulatory agency safety guidelines, 3) improve efficiency in the operating room, and radiology and endoscopy departments — leading to greater profitability, and 4) provide greater environmental stewardship by helping to eliminate the approximately 50 million potentially disease-infected canisters that go into landfills annually in the United States. For additional information, please visit: www.skylinemedical.com.

Forward-looking Statements:

Certain of the matters discussed in this announcement contain forward-looking statements that involve material risks to and uncertainties in the Company’s business that may cause actual results to differ materially from those anticipated by the statements made herein. Such risks and uncertainties include, among other things, current negative operating cash flows and a significant balance of debts, liabilities and cash obligations that are either considered past due or that will become due in calendar 2015; the terms of any further financing, which may be highly dilutive and may include onerous terms; the features of the Company’s Series A Warrants that include a cashless exercise feature that has the potential to be highly dilutive, and the existence of which may depress the price of our common stock regardless of the Company’s business performance; unexpected costs and operating deficits, and lower than expected sales and revenues; uncertain willingness and ability of customers to adopt new technologies and other factors that may affect further market acceptance, if our product is not accepted by our potential customers, it is unlikely that we will ever become profitable, adverse economic conditions; adverse results of any legal proceedings; the volatility of our operating results and financial condition; inability to attract or retain qualified senior management personnel, including sales and marketing personnel; our ability to establish and maintain the proprietary nature of our technology through the patent process, as well as our ability to possibly license from other patents and patent applications necessary to develop products; the Company’s ability to implement its long range business plan for various applications of its technology; the Company’s ability to enter into agreements with any necessary marketing and/or distribution partners; the impact of competition, the obtaining and maintenance of any necessary regulatory clearances applicable to applications of the Company’s technology; and management of growth and other risks and uncertainties that may be detailed from time to time in the Company’s reports filed with the Securities and Exchange Commission, which are available for review at www.sec.gov. This is not a solicitation to buy or sell securities and does not purport to be an analysis of the Company’s financial position. See the Company’s most recent Annual Report on Form 10-K, and subsequent reports and other filings at www.sec.gov.

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