Cobalis Corp
Form 5/A
March 31, 2006

# FORM 5

| OMB APPROVAL | |
|---|---|
| OMB Number: | 3235-0362 |
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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).
Form 3 Holdings Reported
Form 4 Transactions Reported

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

**ANNUAL 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

1. Name and Address of Reporting Person *
May Lawrence A

(Last) (First) (Middle)

2445 MCCABE WAY

(Street)

IRVINE,Â CAÂ 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cobalis Corp [CLSC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
03/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/13/2004 | Â | J(1) | 0 | A | $ 0 | 0 | D | Â |
| Common Stock | 11/16/2005 | Â | S4 | 2,000 | D | $ 1.92 | 198,000 | D | Â |
| Common Stock | 11/17/2005 | Â | S4 | 10,000 | D | $ 1.86 | 188,000 | D | Â |
| Common Stock | 11/18/2005 | Â | S4 | 8,000 | D | $ 1.95 | 180,000 | D | Â |
| | 11/18/2005 | Â | S4 | 10,000 | D | | 170,000 | D | Â |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | $ 1.93 | | | |
| Common Stock | 11/21/2005 | Â | S4 | 3,000 | D | $ 2.05 | 167,000 | D | Â |
| Common Stock | 11/22/2005 | Â | S4 | 500 | D | $ 2.02 | 166,500 | D | Â |
| Common Stock | 11/23/2005 | Â | S4 | 1,500 | D | $ 1.8 | 165,000 | D | Â |
| Common Stock | 11/25/2005 | Â | S4 | 500 | D | $ 1.95 | 164,500 | D | Â |
| Common Stock | 11/30/2005 | Â | S4 | 500 | D | $ 1.55 | 164,000 | D | Â |
| Common Stock | 12/01/2005 | Â | S4 | 500 | D | $ 1.67 | 163,500 | D | Â |
| Common Stock | 12/01/2005 | Â | S4 | 3,500 | D | $ 1.66 | 160,000 | D | Â |
| Common Stock | 12/02/2005 | Â | S4 | 1,000 | D | $ 2.04 | 159,000 | D | Â |
| Common Stock | 12/02/2005 | Â | S4 | 9,000 | D | $ 2.02 | 150,000 | D | Â |
| Common Stock | 01/11/2006 | Â | S4 | 5,000 | D | $ 1.42 | 145,000 | D | Â |
| Common Stock | 01/17/2006 | Â | S4 | 2,800 | D | $ 1.6 | 142,200 | D | Â |

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

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**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 Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Share |
| Warrant to purchase common | $ 1.75 | 02/07/2005 | Â | A4 | 250,000 | Â | 02/07/2005 | 02/07/2010 | Common Stock | 250 |

stock

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| May Lawrence A<br>2445 MCCABE WAY<br>IRVINE,Â CAÂ 92612 | Â X | Â | Â | Â |

# Signatures

| | |
|---|---|
| /s/ Lawrence A. May | 03/31/2006 |
| **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)** The reporting person did not make an initial filing on Form 3 at the time he was appointed a director of the Issuer on 12/13/2004. The reporting person held no stock of the Issuer at that time.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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