Labor Smart, Inc.
Form SC 13G
October 28, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c)**

**and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2**

**(AMENDMENT NO. ___)***

Labor Smart, Inc.

(Name of Issuer)

Common Stock, $0.001 par value

(Title of Class of Securities)

50541A108

(CUSIP Number)

October 27, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following pages)

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| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | Gemini Master Fund, Ltd. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a)<br><br>(b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Cayman Islands |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER<br><br>0 |
| | 6 | SHARED VOTING POWER<br><br>4,368,400 |
| | 7 | SOLE DISPOSITIVE POWER<br><br>0 |
| | 8 | SHARED DISPOSITIVE POWER<br><br>4,368,400 |
| 9 | | |

| | |
|---|---|
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,368,400 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |
| | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| 11 | |
| | 9.99% |
| | TYPE OF REPORTING PERSON* |
| 12 | |
| | CO |

*** SEE INSTRUCTIONS BEFORE FILLING OUT!**

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| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | Gemini Strategies LLC, Inc. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a)<br><br>(b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Nevada |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER | 0 |
| | 6 SHARED VOTING POWER | 4,368,400 |
| | 7 SOLE DISPOSITIVE POWER | 0 |
| | 8 SHARED DISPOSITIVE POWER | 4,368,400 |
| 9 | | |

| | |
|---|---|
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,368,400 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |
| | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| 11 | |
| | 9.99% |
| | TYPE OF REPORTING PERSON* |
| 12 | |
| | CO |

*** SEE INSTRUCTIONS BEFORE FILLING OUT!**

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| | | |
|---|---|---|
| 1 | NAME OF REPORTING PERSON<br><br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | Steven Winters |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a)<br><br>(b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | United States |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 SOLE VOTING POWER | 0 |
| | 6 SHARED VOTING POWER | 4,368,400 |
| | 7 SOLE DISPOSITIVE POWER | 0 |
| | 8 SHARED DISPOSITIVE POWER | 4,368,400 |
| 9 | | |

| | |
|---|---|
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,368,400 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |
| | |
| | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| 11 | |
| | 9.99% |
| | TYPE OF REPORTING PERSON* |
| 12 | |
| | IN |

*** SEE INSTRUCTIONS BEFORE FILLING OUT!**

**Item 1(a). Name of Issuer:**

Labor Smart, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

5604 Wendy Bagwell Parkway, Suite 223

Hiram, GA 30141

**Item 2(a). Name of Persons Filing:**

Gemini Master Fund, Ltd,

Gemini Strategies LLC, Inc.

Steven Winters

All of the securities covered by this report are owned directly by Gemini Master Fund, Ltd. Gemini Strategies LLC, Inc. is the investment manager of Gemini Master Fund, Ltd., and Steven Winters is the president of Gemini Strategies LLC, Inc. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that either Gemini Strategies LLC, Inc. or Steven Winters is the beneficial owner of any of the securities covered by this statement, and each of Gemini Strategies LLC, Inc. and Steven Winters expressly disclaims any equitable or beneficial ownership of such securities.

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G, and any amendments hereto, jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

Address for all filers: c/o Gemini Strategies LLC, Inc., 619 South Vulcan Ave., Suite 203, Encinitas, CA 92024

**Item 2(c). Citizenship:**

Gemini Master Fund, Ltd. was organized under the laws of the Cayman Islands.

Gemini Strategies LLC, Inc. was formed under the laws of the State of Nevada.

Steven Winters is a United States citizen.

**Item 2(d). Title of Class of Securities:**

Common Stock, $0.001 par value

**Item 2(e). CUSIP Number:**

50541A108

**Item 3. If this statement is filed pursuant to rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

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**Item 4. Ownership:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned: 4,368,400* shares of Common Stock as of October 27, 2014

(b) Percent of Class: 9.99%*

The Reporting Persons' beneficial ownership of 4,368,400* shares of Common Stock constitutes 9.99%* of all the outstanding shares of Common Stock, based upon 39,359,330 shares of Common Stock outstanding as of October 22, 2014, as reported by the Issuer in its most recent Schedule 14C Information.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 4,368,400*

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 4,368,400*

*Subject to the Ownership Limitation (defined below), the Reporting Persons may be deemed to beneficially own a total of 16,541,353 shares of Common Stock issuable upon conversion of a 10% OID Convertible Note Due January 1, 2015 ("Note") issued to Gemini Master Fund, Ltd. ("Gemini") in the original principal amount of $220,000 (assuming no interest accrual and a conversion price of $0.0133).

In accordance with Rule 13d-4 under the Securities Exchange Act of 1934, as amended, because the number of shares of Common Stock into which the Note is convertible is limited, pursuant to the terms of such instrument, to that number of shares of Common Stock which would result in the Reporting Persons having beneficial ownership of

9.99% of the total issued and outstanding shares of Common Stock (the "Ownership Limitation"), the Reporting Persons disclaim beneficial ownership of any and all shares of Common Stock that would cause any Reporting Person's beneficial ownership to exceed the Ownership Limitation. Therefore, in accordance with the Ownership Limitation, based upon 39,359,330 shares of Common Stock outstanding, each of the Reporting Persons beneficially owns 4,368,400 shares of Common Stock and disclaims beneficial ownership of 12,172,953 shares of Common Stock.

In addition, as permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Gemini Strategies LLC, Inc., in its capacity as investment manager for Gemini, is the beneficial owner of the Note, or that Steven Winters, in his capacity as president or principal of Gemini Strategies LLC, Inc., is the beneficial owner of the Note. Each of Gemini Strategies LLC, Inc. and Steven Winters expressly disclaims any equitable or beneficial ownership of the Note.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company of Control Person:**

Not Applicable

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable. See Exhibit 1.

**Item 9. Notice of Dissolution of Group:**

Not Applicable

**Item 10. Certification:**

By signing below the undersigned certify that, to the best of its/his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit 1: Joint Filing Agreement, dated as of October 27, 2014, by and among Gemini Master Fund, Ltd., Gemini Strategies LLC, Inc. and Steven Winters.

**SIGNATURE**

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

October 27, 2014

**GEMINI MASTER FUND, LTD.**

By: GEMINI STRATEGIES LLC, INC., as investment manager

By: /s/ Steven Winters
Name: Steven Winters
Title: President

**GEMINI STRATEGIES LLC, INC.**

By: /s/ Steven Winters
Name: Steven Winters
Title: President

/s/ Steven Winters
**Steven Winters**

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

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**Exhibit 1**

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to shares of Common Stock of Labor Smart, Inc. and further agree that this Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on October 27, 2014.

**GEMINI MASTER FUND, LTD.**

By: GEMINI STRATEGIES LLC, INC., as investment manager

By: /s/ Steven Winters
Name: Steven Winters
Title: President

**GEMINI STRATEGIES LLC, INC.**

By: /s/ Steven Winters
Name: Steven Winters
Title: President

/s/ Steven Winters
**Steven Winters**