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

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**SCHEDULE 13D**  
[Rule 13d-101]

**Information to be Included in Statements Filed Pursuant to §240.13d-1(a) and  
Amendments Thereto Filed Pursuant to §240.13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

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**Quantum Materials Corp.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**74766A106**

(CUSIP Number)

**Leonard H. Bloom  
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**March 16, 2015**

(Date of Event Which Requires Filing of This Statement)

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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 Rule 13d-7 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 Steven Posner Irrevocable Trust
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC use only
(4)	Source of funds (see instructions) OO
(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 Florida
Number of shares beneficially owned by each reporting person with:	(7) Sole voting power 22,119,284*
	(8) Shared voting power
	(9) Sole dispositive power 22,119,284*
	(10) Shared dispositive power
(11)	Aggregate amount beneficially owned by each reporting person 22,119,284*
(12)	Check 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) 7.6%**
(14)	Type of reporting person (see instructions) OO

\* Includes (i) a warrant to purchase 1,000,000 shares of common stock at \$0.06 per share, (ii) a warrant to purchase 625,000 shares of common stock at \$0.06 per share, and (iii) a warrant to purchase 1,000,000 shares of common stock at \$0.08 per share. The amount also includes an aggregate of 4,350,000 shares of common stock initially issued to a third party that have since been transferred to the Steven Posner Irrevocable Trust (the "Trust") to be held and ultimately disposed of by the Trust pursuant to a settlement.

\*\* The number of outstanding shares used for the calculation of the percent of class includes (i) 289,394,772 shares of common stock outstanding as of January 31, 2015, as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2014 filed February 13, 2015 and (ii) 2,625,000 shares issuable pursuant to the warrants.

(1)	Names of reporting persons Jarrett Posner <sup>(1)</sup>
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC use only
(4)	Source of funds (see instructions) OO
(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
Number of shares beneficially owned by each reporting person with:	(7) Sole voting power
	(8) Shared voting power 22,119,284*
	(9) Sole dispositive power
	(10) Shared dispositive power 22,119,284*
(11)	Aggregate amount beneficially owned by each reporting person 22,119,284*
(12)	Check 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) 7.6%**
(14)	Type of reporting person (see instructions) IN

(1) Jarrett Posner and Sean Posner are co-trustees of the Trust.

\* Includes (i) a warrant to purchase 1,000,000 shares of common stock at \$0.06 per share, (ii) a warrant to purchase 625,000 shares of common stock at \$0.06 per share, and (iii) a warrant to purchase 1,000,000 shares of common stock at \$0.08 per share. The amount also includes an aggregate of 4,350,000 shares of common stock initially issued to a third party that have since been transferred to the Trust to be held and ultimately disposed of by the Trust pursuant to a settlement.

\*\* The number of outstanding shares used for the calculation of the percent of class includes (i) 289,394,772 shares of common stock outstanding as of January 31, 2015, as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2014 filed February 13, 2015 and (ii) 2,625,000 shares issuable pursuant to the warrants.

(1)	Names of reporting persons Sean Posner <sup>(1)</sup>
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC use only
(4)	Source of funds (see instructions) OO
(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
Number of shares beneficially owned by each reporting person with:	(7) Sole voting power
	(8) Shared voting power 22,119,284*
	(9) Sole dispositive power
	(10) Shared dispositive power 22,119,284*
(11)	Aggregate amount beneficially owned by each reporting person 22,119,284*
(12)	Check 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) 7.6%**
(14)	Type of reporting person (see instructions) IN

(1) Jarrett Posner and Sean Posner are co-trustees of the Trust.

\* Includes (i) a warrant to purchase 1,000,000 shares of common stock at \$0.06 per share, (ii) a warrant to purchase 625,000 shares of common stock at \$0.06 per share, and (iii) a warrant to purchase 1,000,000 shares of common stock at \$0.08 per share. The amount also includes an aggregate of 4,350,000 shares of common stock initially issued to a third party that have since been transferred to the Trust to be held and ultimately disposed of by the Trust pursuant to a settlement.

\*\* The number of outstanding shares used for the calculation of the percent of class includes (i) 289,394,772 shares of common stock outstanding as of January 31, 2015, as reported in the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2014 filed February 13, 2015 and (ii) 2,625,000 shares issuable pursuant to the warrants.

This Amendment No. 3 (the “Amendment No. 3”) amends and supplements the statement on the Schedule 13D filed on February 6, 2009, as amended by Amendment No. 1 to the Schedule 13D filed on August 21, 2014, as amended by Amendment No. 2 to the Schedule 13D filed on December 23, 2014 (together the “Original Schedule 13D”), by the Steven Posner Irrevocable Trust, Steven Posner, and Stuart Posner. This Amendment No. 3 is filed pursuant to the Amended and Restated Joint Filing Agreement as executed by (i) the Steven Posner Irrevocable Trust (the “Trust”); (ii) Jarrett Posner, the co-trustee of the Trust; and (iii) Sean Posner, the co-trustee of the Trust (collectively, the “Reporting Persons”).

**Item 5. Interest in Securities of the Issuer.**

Item 5 is deleted in its entirety and replaced with the following:

(a) As of April 9, 2015, the Reporting Persons beneficially owned 22,119,284 shares of the Company’s common stock, including shares issued from the conversion of the debenture and shares issued or issuable pursuant to warrants, which represents 7.6% of the class. The Reporting Persons are the beneficial owners of the 2,625,000 shares of common stock issuable pursuant to the exercise of fully vested warrants. The shares underlying the warrants do not entitle the Reporting Persons to vote until the warrants are exercised and the underlying shares of common stock are issued. The table below sets forth the individual Reporting Persons ownership as of April 9, 2015.

<u>Name</u>	<u>Amount Beneficially Owned as of April 9, 2015</u>	<u>Percentage of Class <sup>(3)</sup></u>
<b>The Steven Posner Irrevocable Trust</b>		
common stock	19,494,284	
warrants <sup>(4)</sup>	2,625,000	
<b>Total</b>	22,119,284	7.6%

(3) Based on (i) 289,394,772 shares of common stock outstanding as of January 31, 2015, as reported in the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2014 filed February 13, 2015 and (ii) 2,625,000 shares issuable pursuant to the warrants.

(4) The amount includes (i) a warrant to purchase 1,000,000 shares of common stock at \$0.06 per share, (ii) a warrant to purchase 625,000 shares of common stock at \$0.06 per share, and (iii) a warrant to purchase 1,000,000 shares of common stock at \$0.08 per share.

(b) The Trust has sole power to vote or dispose of all 22,119,284 of the shares of common stock of the Company. Jarrett Posner and Sean Posner are co-trustees of the Trust. In such roles, Jarrett Posner and Sean Posner each have shared voting and dispositive power over 22,119,284 shares of common stock. The 2,625,000 shares underlying the warrants do not entitle the Reporting Persons to vote until the warrants are exercised and the underlying shares of common stock are issued. Included within the 22,119,284 shares of common stock are an aggregate of 4,350,000 shares that were previously issued to a third party but have been transferred to the Trust pursuant to a settlement.

(c) Transactions in the Issuer’s securities effected by the Trust during the past 60 days include:

<u>Transaction Date</u>	<u>Quantity of Securities</u>	<u>Type of Transaction†</u>	<u>Price Per Security***</u>
2/4/2015	7,399	Sold shares	\$0.1715
2/5/2015	50,000	Sold shares	\$0.1716
2/5/2015	100,000	Sold shares	\$0.1749
2/6/2015	21,800	Sold shares	\$0.187
2/6/2015	53,200	Sold shares	\$0.1835
2/9/2015	75,000	Sold shares	\$0.18
2/10/2015	50,000	Sold shares	\$0.18
2/11/2015	20,892	Sold shares	\$0.18
2/23/2015	100,000	Sold shares	\$0.16
2/23/2015	100,000	Sold shares	\$0.1602
3/3/2015	1,840	Sold shares	\$0.1525
3/10/2015	18,357	Sold shares	\$0.145
3/11/2015	59,000	Sold shares	\$0.1551
3/11/2015	3,000	Sold shares	\$0.1525
3/12/2015	3,000	Sold shares	\$0.1525
3/13/2015	100,000	Sold shares	\$0.1525
3/13/2015	84,500	Sold shares	\$0.155
3/16/2015	100,000	Sold shares	\$0.155
3/16/2015	50,000	Sold shares	\$0.16

† The shares were sold over the counter by an agent of MidAmerica Financial Services, Inc.

\*\*\* Represents the average price per share.

There were no additional transactions in the past 60 days.

(d) Pursuant to a settlement of previous claims, debt arrangements and personal guarantees between the Trust and certain third parties, on December 3, 2014 the Trust acquired an additional 4,350,000 shares of common stock of the Company (the "Additional Shares"). The Trust will sell the Additional Shares and other shares of common stock of the Company that it owns in an orderly fashion and as the market conditions permit, in order to satisfy certain obligations of these third parties and otherwise comply with the terms of the settlement. Once these obligations are satisfied, the additional proceeds from the sale of the Company's common stock will be divided between the Trust and the third parties pursuant to an agreed upon formula.

No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares reported above in this Item 5.

(e) Not applicable.



**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: April 9, 2015

**THE STEVEN POSNER IRREVOCABLE TRUST**

By: /s/ Jarrett Posner  
Name: Jarrett Posner  
Title: Co-Trustee

By: /s/ Sean Posner  
Name: Sean Posner  
Title: Co-Trustee

/s/ Jarrett Posner  
Jarrett Posner, individually

/s/ Sean Posner  
Sean Posner, individually