UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Cellectis S.A.

(Name of Issuer)

<u>Ordinary Shares, par value €0.05 per share</u> (Title of Class of Securities)

15117K103

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

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

O Rule 13d-1(b)O Rule 13d-1(c)☑ Rule 13d-1(d)

* The remainder of this cover page shall be filled out of 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 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, as amended (the "<u>Act</u>") 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*).

CUSIP No. 15117K103			13G	Page 2 of 9					
1 NAME OF REPORTING PERSON									
	Zaka Rendement S.A.								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_]								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg								
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOI	E VOTING POWER						
			RED VOTING POWER 3,944*						
			LE DISPOSITIVE POWER						
			RED DISPOSITIVE POWER						
0	AGGREGATE A	ON							
5	3,298,944*								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES 0								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
	9.3% ⁽¹⁾								
12	TYPE OF REPOR	TYPE OF REPORTING PERSON							
	НС	НС							

* Represents shares owned as of the date hereof and does not reflect any subsequent transactions.

(1) Based on a total of 35,335,060 Ordinary Shares (as defined below) of the Issuer (as defined below), based on information provided by the Issuer as of February 9, 2017.

CUSIP N	o. 15117K103		13G	Page 3 of 9				
1 NAME OF I	REPORTING	PERSON						
Hougou S.A								
		DDDODDIATE DOV IE A MEMBED OF A CDOUD						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_]							
3 SEC USE ON	SEC USE ONLY							
4 CITIZENSHI	CITIZENSHIP OR PLACE OF ORGANIZATION							
Belgium	Relation							
Deigiuin	L	SOLE VOTI	NG POWFR					
	5	SOLL VOID						
NUMBER OF		- 0 -						
SHARES	6	SHARED VO	DTING POWER					
BENEFICIALLY	Y							
OWNED BY		3,298,944*						
EACH	7	SOLE DISP	OSITIVE POWER					
REPORTING PERSON		- 0 -						
WITH:	8							
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DI	SPOSITIVE POWER					
		3,298,944*						
9 AGGREGA	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
3,298,944*	3 208 944*							
5,250,544								
10 CHECK BOX	K IF THE AGO	GREGATE AMO	UNT IN ROW (9) EXCLUDES CERTAIN SH	ARES o				
11 PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9							
	9.3% ⁽²⁾							
12 TYPE OF R	TYPE OF REPORTING PERSON							
HC	НС							

* Represents shares owned as of the date hereof and does not reflect any subsequent transactions.

(2) Based on a total of 35,335,060 Ordinary Shares (as defined below) of the Issuer (as defined below), based on information provided by the Issuer as of February 9, 2017.

CUSIP No. 15117K103			13G	Page 4 of 9					
1	NAME OF REPORTING PERSON								
	Pierre Bastid								
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_]								
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	France								
		5 SOLE VOTING	G POWER						
	NUMBER OF	119,392*							
	SHARES	6 SHARED VOT	TING POWER						
	BENEFICIALLY OWNED BY	3,298,944*							
	EACH		OSITIVE POWER						
	REPORTING PERSON	119,392*							
	WITH:	8 SHARED DIS	POSITIVE POWER						
		2 200 0 4 4*							
	AGGREGATE AMOI	3,298,944* UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
9									
	3,418,336**								
10	CHECK BOX IF THE	AGGREGATE AMOU	NT IN ROW (9) EXCLUDES CERTAIN SHA	ARES o					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
	9.7% ⁽³⁾								
12	TYPE OF REPORTING PERSON								
	IN								
L									

* Represents shares owned and warrants held or exercisable within sixty days of the date hereof and does not reflect any subsequent transactions.

** Composed of (i) 3,298,944 Ordinary Shares held by Mr. Bastid indirectly through Hougou S.A., which in turn holds such Ordinary Shares through Zaka Rendement S.A., (ii) 56,000 Ordinary Shares held by Mr. Bastid in his personal capacity and (iii) 63,392 warrants held by Mr. Bastid in his personal capacity which are either currently exercisable or will be exercisable within sixty days of the date hereof.

(3) Based on a total of 35,398,452 ordinary shares of the Issuer, composed of 35,335,060 Ordinary Shares of the Issuer outstanding based on information provided by the Issuer as of February 9, 2017 and 63,392 warrants for Ordinary Shares beneficially owned by the reporting person.

Item 1(a). Name of Issuer:

Cellectis S.A. (the "Issuer")

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

8 rue de la Croix Jarry 75013 Paris, Île-de-France, France

Item 2(a). Name of Person Filing:

This statement is being filed jointly by Zaka Rendement S.A., a public limited company (*société anonyme*) organized under the laws of Luxembourg ("Zaka"), Hougou S.A., a public limited company (*société anonyme*) organized under the laws of Belgium ("Hougou") and Mr. Pierre Bastid, a citizen of France.

Zaka is a public limited company (*société anonyme*) organized under the laws of Luxembourg. The address of the registered office of Zaka is 7 rue de Trois Cantons L-8399 Windhof, Luxembourg. Hougou owns 95% of the share capital of Zaka and Mr. Bastid has full control of the investment decisions of Zaka. The remaining 5% of the share capital of Zaka is held by AILE Conseil et Participations S.A.S., a French *société par actions simplifiée* with its registered office at 38 rue des Mathurins – 75008 Paris, France.

Hougou is a public limited company (*société anonyme*) organized under the laws of Belgium. The address of the registered office of Hougou is 480 Avenue Louise B-1050 Ixelles, Belgium. Mr. Bastid owns 99.99% of the share capital of Hougou. The remaining 0.01% is owned by SCI 35 rue du Dr Siffre, a civil property holding company (*société civile immobilière*) organized under the laws of France, which is wholly owned by the children of Mr. Bastid.

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

The principal business address of each of the Reporting Persons is as follows:

Zaka

7 rue de Trois Cantons L-8399 Windhof, Luxembourg

<u>Hougou</u>

480 Avenue Louise B-1050 Ixelles, Belgium

<u>Pierre Bastid</u>

9 rue de la Vallée B-1050 Ixelles, Belgium

Item 2(c). Citizenship:

See response to Item 4 of each of the cover pages.

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

Ordinary Shares, €0.05 par value ("Ordinary Shares")

Item 2(e). CUSIP Number:

15117K103

Page 5 of 9

Item 3. If This Statement is Filed Pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a: (a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78o). (b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c). (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c). (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). (e) Employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). (f) Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). (g) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (h) (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3). (j) Non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J). Group in accordance with §240.13d-1(b)(1)(ii)(K). (k)

If filing as a non-U.S. institution in accordance with §240. 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

- (a) **Amount Beneficially Owned:** See responses to Item 9 on each cover page.
- (b) Percent of Class:

See responses to Item 11 on each cover page.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) **Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

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

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

Page 6 of 9

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \Box .

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 or Control Person.

See response to Item 2(a) above.

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

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

Page 7 of 9

SIGNATURE

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: February 14, 2017

Zaka Rendement S.A.

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Director B

By: <u>/s/Aurélie Parage</u> Name: Aurélie Parage Title: Director A

Hougou S.A.

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Managing Director

By: <u>/s/ Pierre Bastid</u> Name: Pierre Bastid Title: Director

Pierre Bastid

/s/ Pierre Bastid

Page 8 of 9

<u>Exhibit Index</u>

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act Exhibit 2 Accession to Agreement of Joint Filing

AGREEMENT OF JOINT FILING

This joint filing agreement (this "<u>Agreement</u>") is made and entered into as February 11, 2016, by and among ZAKA S.A., a *sociéte anonyme* organized under the laws of Luxembourg, Hougou S.A., a *sociéte anonyme* organized under the laws of Belgium and Pierre Bastid.

The parties to this Agreement hereby agree to prepare jointly and file timely (and otherwise to deliver as appropriate) all filings on any Form 3, Form 4, Form 5 or Schedule 13D or Schedule 13G, and any and all amendments thereto and any other document relating thereto (collectively, the "<u>Filings</u>") required to be filed by them pursuant to the Securities Exchange Act of 1934, as amended. Each party to this Agreement further agrees and covenants to the other parties that it will fully cooperate with such other parties in the preparation and timely filing (and other delivery) of all such Filings.

This agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first set forth above.

Dated: February 11, 2016

Zaka S.A.

By: <u>/s/Aurélie Parage</u> Name: Aurélie Parage Title: Director A

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Director B

Hougou S.A.

By: <u>/s/ Pierre Bastid</u> Name: Pierre Bastid Title: Director

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Director

Pierre Bastid

<u>/s/ Pierre Bastid</u>

Accession to the Agreement of Joint Filing

Reference is herein made to the joint filing agreement (the "<u>Agreement</u>") dated as of February 11, 2016, by and among Zaka S.A., a *société anonyme* organized under the laws of Luxembourg, Hougou S.A., a *société anonyme* organized under the laws of Belgium, and Pierre Bastid relating to the preparation and filing of Filings (as defined in the Agreement). By its execution hereof, Zaka Rendement S.A., a *société anonyme* organized under the laws of Luxembourg, hereby accedes to the Agreement as a party and shall have all of the rights and obligations thereunder as a party, and the other parties to the Agreement hereby acknowledge and agree to such accession.

This agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Accession as of the date set forth below.

Dated: February 14, 2017

Zaka Rendement S.A.

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Director B

By: <u>/s/Aurélie Parage</u> Name: Aurélie Parage Title: Director A

Acknowledged and Agreed:

Zaka S.A.

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Director B

By: <u>/s/Céline Doyen</u> Name: Céline Doyen Title: Director A

Hougou S.A.

By: <u>/s/ Olivier Revol</u> Name: Olivier Revol Title: Managing Director

By: <u>/s/ Pierre Bastid</u> Name: Pierre Bastid Title: Director

Pierre Bastid

/s/ Pierre Bastid