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GERACI JOSEPH ANTHONY II  
Form SC 13D/A  
February 17, 2012

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
ss. 240.13d-1(a) and AMENDMENTS THERETO FILED PURSUANT TO ss. 240.13d-2(a)

(Amendment No. 3) \*

POKER MAGIC, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

73086A 10 1

-----  
(CUSIP Number)

Joseph A. Geraci, II  
80 South 8th Street, Suite 900

Minneapolis, MN 55402  
Phone: 612-349-5295

With a copy to:  
Paul D. Chestovich, Esq.  
Maslon Edelman Borman & Brand, LLP  
90 South 7th Street, Suite 3300  
Minneapolis, MN 55402  
Phone: (612) 672-8200

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 31, 2011

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss. 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 ss. 240.13d-7(b) 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.

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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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13D

PAGE 2 OF 5 PAGES

1 NAMES OF REPORTING PERSONS

Joseph A. Geraci II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO - Stock Grant

WC - with respect to shares held by Lantern Advisers LLC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER  
NUMBER OF

2,346,000

SHARES  
8 SHARED VOTING POWER  
BENEFICIALLY

5,000

OWNED BY EACH  
9 SOLE DISPOSITIVE POWER  
REPORTING

2,346,000

PERSON  
10 SHARED DISPOSITIVE POWER  
WITH

5,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,351,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES (See Instructions) See Exhibit 99.1 [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.5%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock, of Poker Magic, Inc., a Minnesota corporation (the "Issuer"). The address of Issuer's principal executive offices is 130 Lake Street West, Suite 300, Wayzata, MN 55391.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D amendment is being filed by Joseph A. Geraci II. Mr. Geraci is Chief Financial Officer and a director of the Issuer. His business address is 900 IDS Center, 80 South 8th Street, Minneapolis, MN 55402.

During the last five years, Mr. Geraci has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, Mr. Geraci has not been a party to a civil proceeding of any judicial or administrative body of competent jurisdiction resulting in any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Geraci is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Person has not formulated any definitive plans. However, he may from time to time acquire, or dispose of, common stock and/or other securities of the Company if and when he deems it appropriate. The Reporting Person may formulate other purposes, plans or proposals relating to any of such securities of the Company to the extent deemed advisable in light of market conditions, investment policies and other factors. Except as indicated in this Statement, the Reporting Person has no current plans or proposals which would relate to or would result in any of the matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

a.- b. The Reporting Person may be deemed to beneficially own 2,351,000 shares of the Issuer's common stock. Mr. Geraci has sole voting and dispositive power over these shares. This also includes 5,000 shares held by Lantern Advisers LLC, a Minnesota Limited liability company ("Lantern") of which Mr. Geraci is a member. Mr. Geraci has shared voting and dispositive power with respect to the shares held by Lantern.

Based upon information provided by the Issuer, as of February 3, 2012,

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there were 11,480,224 shares of common stock were issued and outstanding. Based on such report Mr. Geraci owns 20.5% of the outstanding common shares of the Issuer.

c. TRANSACTIONS WITHIN THE LAST 60 DAYS

As of December 31, 2011, the Reporting Person received 150,000 shares as compensation.

d. Not applicable.

e. Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE ISSUER

None

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

99.1 Excluded shares

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 17, 2012

/s/ Joseph A. Geraci II

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Joseph A. Geraci II