

Edgar Filing: KNOLL FRED - Form SC 13G/A

KNOLL FRED  
Form SC 13G/A  
February 09, 2006

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

(Amendment No. 1)\*

Alfacell Corp.

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share

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

015404106

-----  
(CUSIP Number)

December 31, 2005

-----  
(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 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. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Knoll Capital Management, LP

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)   
Joint Filer

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0

---

BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		2,281,430

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EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0

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PERSON	8.	SHARED DISPOSITIVE POWER
WITH		2,281,430

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,281,430

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.22%

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12. TYPE OF REPORTING PERSON\*

PN

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fred Knoll

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)   
Joint Filer

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0
<hr/>		
BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		2,281,430
<hr/>		
EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0
<hr/>		
PERSON	8.	SHARED DISPOSITIVE POWER
WITH		2,281,430

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,281,430

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.22%

---

12. TYPE OF REPORTING PERSON\*

IN

---

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

Alfacell Corporation (the "Issuer")

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

225 Belleville Avenue  
Bloomfield, New Jersey 07003

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Item 2(a). Name of Persons Filing:

Knoll Capital Management LP ("KCMLP")  
Fred Knoll ("Knoll")

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

The principal business address for each of KCMLP and Knoll is 237  
Park Avenue, 9th Floor, New York, New York 10166.

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Item 2(c). Citizenship:

KCMLP is a Limited Partnership formed and existing under the laws of  
the State of Delaware. Knoll is a citizen of the United States.

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

This statement on Schedule 13G is being filed with respect to Common  
Stock, \$0.001 par value per share (the "Common Stock") of the  
Issuer.

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Item 2(e). CUSIP Number:

015404106

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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.

(a)  Broker or dealer registered under Section 15 of the Exchange  
Act.

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- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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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:

The information in items 1 and 5 through 11 on each of the cover pages on this Schedule 13G is hereby incorporated by reference.

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(b) Percent of class:

The information in items 1 and 5 through 11 on each of the cover pages on this Schedule 13G is hereby incorporated by reference.

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

The information in items 1 and 5 through 11 on each of the cover pages on this Schedule 13G is hereby incorporated by reference.

The 2,281,430 shares of the Common Stock of the Issuer covered by this Schedule 13G are beneficially owned by KCMLP as the investment manager for (i) Europa International Inc. ("Europa"), an equity fund which holds 1,187,450

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shares of the Common Stock on the date hereof; (ii) Knoll Capital Fund II Master Fund ("Fund II"), an equity fund which holds 1,074,630 shares of the Common Stock on the date hereof; and (iii) Knoll Special Opportunities Fund ("Opportunities") which holds 19,350 shares of the Common Stock on the date hereof. Knoll is the principal partner and president of KCMLP and as such has the power to vote and dispose of the shares of Common Stock owned by each of Europa, Fund II and Opportunities.

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 [ ].

Not Applicable

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

As set forth in Item 4(c), the shares of Common Stock covered by this Schedule 13G are owned by persons other than KCMLP and Knoll, none of whom holds five percent or more of the securities reported herein.

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

Not Applicable

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

Not Applicable

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Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certifications.

(a) The following certification shall be included if the statement is filed pursuant to Rule 13d-1(c):

By signing below I certify that, to the best of my 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 the 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.

SIGNATURE

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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 7, 2006

KNOLL CAPITAL MANAGEMENT, LP

By: /s/ Fred Knoll

-----  
Name: Fred Knoll

-----  
Title: President  
-----

Dated: February 7, 2006

/s/ Fred Knoll

-----  
Fred Knoll

Dated: February 7, 2006

EUROPA INTERNATIONAL, INC.

By: /s/ Fred Knoll

-----  
Name: Fred Knoll

-----  
Title: Investment Manager  
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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 for whom copies are to be sent.

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

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: February 7, 2006

KNOLL CAPITAL MANAGEMENT, LP

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By: /s/ Fred Knoll

-----  
Name: Fred Knoll

-----  
Title: President

Dated: February 7, 2006

/s/ Fred Knoll

-----  
Fred Knoll

Dated: February 7, 2006

EUROPA INTERNATIONAL, INC.

By: /s/ Fred Knoll

-----  
Name: Fred Knoll

-----  
Title: Investment Manager