

ALFACELL CORP  
Form SC 13G/A  
February 11, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. 3)\*

**Alfacell Corp.**

*(Name of Issuer)*

**Common Stock, \$.001 par value per share**

*(Title of Class of Securities)*

**015404106**

*(CUSIP Number)*

**December 31, 2007**

*(Date of Event which Requires Filing of this Statement)*

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

X Rule 13d-1(b) [with respect to KOM Capital Management, LLC]

X Rule 13d-1(c) [with respect to all joint filers herein other than KOM Capital Management, LLC]

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).

1 NAME OF REPORTING PERSONS

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

Knoll Capital Management, LP

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

(a)

(b)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

EACH

5,153,727

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

5,153,727

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,153,727

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.64%

12 TYPE OF REPORTING PERSON\*

PN

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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)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

5,153,727  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0  
8 SHARED DISPOSITIVE POWER

**WITH**

5,153,727

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,153,727

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.64%

12 TYPE OF REPORTING PERSON\*

IN

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1 NAME OF REPORTING PERSONS

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

Europa International, Inc.

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

(a)

(b)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

2,693,171  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0  
8 SHARED DISPOSITIVE POWER

**WITH**

2,693,171

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,693,171

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.65%

12 TYPE OF REPORTING PERSON\*

CO

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1 NAME OF REPORTING PERSONS

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

Knoll Capital Fund II Master Fund, Ltd.

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

(a)

(b)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

2,460,556  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0  
8 SHARED DISPOSITIVE POWER

**WITH**

2,460,556

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,460,556

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.16%

12 TYPE OF REPORTING PERSON\*

CO

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1 NAME OF REPORTING PERSONS

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

KOM Capital Management, LLC

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

(a)

(b)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

2,460,556  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0  
8 SHARED DISPOSITIVE POWER

**WITH**

2,460,556

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,460,556

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.16%

12 TYPE OF REPORTING PERSON\*

OO

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1 NAME OF REPORTING PERSONS

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

Patrick O Neill

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

(a)

(b)

X

Joint Filer

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

NUMBER OF  
SHARES

0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY  
EACH

2,460,556  
7 SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0  
8 SHARED DISPOSITIVE POWER

**WITH**

2,460,556

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,460,556

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.16%

12 TYPE OF REPORTING PERSON\*

IN

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CUSIP No. 015404106

13G

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**Item 1(a.)**

**Name of Issuer**

Alfacell Corporation (the Issuer )

**Item 1(b).**

**Address of Issuer s Principal Executive Offices**

300 Atrium Drive

Somerset, New Jersey 08873

**Item 2(a).**

**Name of Persons Filing:**

Knoll Capital Management LP ( KCMLP )

Fred Knoll ( Knoll )

Europa International, Inc. ( Europa )

Knoll Capital Fund II Master Fund Ltd. (the Knoll Fund )

KOM Capital Management, LLC ( KOM )

Patrick O Neill ( O Neill )

(together, the Filing Persons )

**Item 2(b).**

**Address of Principal Business Office or, if none, Residence**

The principal business address for each of KCMLP, Knoll, Europa, the Knoll Fund, KOM and O Neill is 666 Fifth Avenue, Suite 3702, New York, New York 10103.

**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.

Europa is a company organized under the laws of the British Virgin Islands.

The Knoll Fund is a company organized under the laws of the Cayman Islands.

KOM is a limited liability company organized under the laws of the State of Delaware.

O Neill is a citizen of the United States.

**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.

**Item 2(e).**

**CUSIP Number**

015404106



**Item 3.**

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

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (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 associations 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 of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

1

Only with respect to KOM Capital Management, LLC.

**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:

As of the date of this filing:

Each of KCMLP and Knoll beneficially own 5,153,727 shares of the Issuer's Common Stock, consisting of (i) 1,886,385 shares of the Issuer's Common Stock owned directly by Europa; (ii) immediately exercisable Warrants to purchase an aggregate of 806,786 shares of the Issuer's Common Stock owned by Europa; (iii) 1,653,770 shares of the Issuer's Common Stock owned directly by the Knoll Fund; and (iv) immediately exercisable Warrants to purchase an aggregate of 806,786 shares of the Issuer's Common Stock owned by the Knoll Fund. KCMLP is the investment manager of Europa and a manager of KOM, the investment manager of the Knoll Fund. Knoll is the President of KCMLP.

Europa directly owns 2,693,171 shares of the Issuer's Common Stock consisting of (i) 1,886,385 shares of the Issuer's Common Stock; and (ii) immediately exercisable Warrants to purchase an aggregate of 806,786 shares of the Issuer's Common Stock.

The Knoll Fund directly owns 2,460,556 shares of the Issuer's Common Stock consisting of (i) 1,653,770 shares of the Issuer's Common Stock; and (ii) immediately exercisable Warrants to purchase of an aggregate of 806,786 shares of the Issuer's Common Stock.

KOM, as the Investment Manager of the Knoll Fund and O'Neill, as a member of KOM, each beneficially own the 2,460,56 shares of the Issuer's Common Stock owned directly by the Knoll Fund above.

(b)

Percent of class:

Percent of class: As of the date of this filing (taking into consideration that 46,844,880 shares of the Issuer's Common Stock is issued and outstanding as reported in the Issuer's Form 10-Q for the quarter ended October 31, 2007 as filed with the Securities & Exchange Commission on December 10, 2007):

The 5,153,727 shares of the Issuer's Common Stock beneficially owned by each of KCMLP and Knoll constituted 10.64% of the shares outstanding.

The 2,693,171 shares of the Issuer's Common Stock beneficially owned by Europa constituted 5.65% of the shares outstanding.

The 2,460,556 shares of the Issuer's Common Stock beneficially owned by each of the Knoll Fund, KOM and O'Neill constituted 5.16% of the shares outstanding.

(c)

Number of shares as to which the person has:

(i)

Sole power to vote or to direct the vote

Not Applicable.

(ii)

Shared power to vote or to direct the vote

KCMLP, Knoll and Europa share the power to vote or direct the vote of those shares of Common Stock owned by Europa.

KOM, O'Neill, Knoll, KCMLP and the Knoll Fund share the power to vote or direct the vote of those shares of Common Stock owned by the Knoll Fund.

(iii)

Sole power to dispose or to direct the disposition of

Not Applicable.

(iv)

Shared power to dispose or to direct the disposition of

KCMLP, Knoll and Europa share the power to vote or direct the vote of those shares of Common Stock owned by Europa.

KOM, O'Neill, Knoll, KCMLP and the Knoll Fund share the power to vote or direct the vote of those shares of Common Stock owned by the Knoll Fund.

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**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 [  ].

**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.**

Not applicable.

**Item 8.**

**Identification and Classification of Members of the Group.**

Not applicable.

**Item 9.**

**Notice of Dissolution of Group.**

Not applicable.

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**Item 10.**

**Certification**

(a)

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

(b)

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.

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**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.

Date: February 8, 2008

**KNOLL CAPITAL MANAGEMENT, LP**

By: /s/ FRED KNOLL  
Name: Fred Knoll  
Title: President

Date: February 8, 2008

/s/ FRED KNOLL  
Fred Knoll

Date: February 8, 2008

**EUROPA INTERNATIONAL, INC.**

By: Knoll Capital Management, LP  
Investment Manager

By: /s/ FRED KNOLL  
Name: Fred Knoll  
Title: President

Date: February 8, 2008

**KNOLL CAPITAL FUND II MASTER FUND LTD.**

By: KOM Capital Management LLC  
Investment Manager

By: /s/PATRICK O NEILL  
Name: Patrick O Neill  
Title: Chief Operating Officer

Date: February 8, 2008

**KOM Capital Management LLC**

By: /s/PATRICK O NEILL  
Name: Patrick O Neill  
Title: Chief Operating Officer

Date: February 8, 2008

/s/PATRICK O NEILL  
Patrick O Neill

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).

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## 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.

Date: February 8, 2008

**KNOLL CAPITAL MANAGEMENT, LP**

By: /s/ FRED KNOLL  
 Name: Fred Knoll  
 Title: President

Date: February 8, 2008

/s/ FRED KNOLL  
 Fred Knoll

Date: February 8, 2008

**EUROPA INTERNATIONAL, INC.**

By: Knoll Capital Management, LP  
 Investment Manager

By: /s/ FRED KNOLL  
 Name: Fred Knoll  
 Title: President

Date: February 8, 2008

**KNOLL CAPITAL FUND II MASTER FUND LTD.**

By: KOM Capital Management LLC  
 Investment Manager

By: /s/PATRICK O NEILL  
 Name: Patrick O Neill

Title: Chief Operating Officer

Date: February 8, 2008

**KOM Capital Management LLC**

By: /s/PATRICK O NEILL  
Name: Patrick O Neill  
Title: Chief Operating Officer

Date: February 8, 2008

/s/PATRICK O NEILL  
Patrick O Neill