

ADELMAN JASON T
Form 4
January 07, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ADELMAN JASON T

2. Issuer Name and Ticker or Trading Symbol
BOND LABORATORIES, INC.
[BNLB.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

CIPHER CAPITAL PARTNERS
C/O ROTHSCHILD, 1251
AVENUE OF THE AMERICAS,
SUITE 936

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10020

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2012		P		4,202,260	A	(1) 12,971,808

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Warrant	\$ 0.3					11/15/2012 11/15/2015	Common Stock 667,083 ⁽²⁾
Series C Convertible Preferred Stock	⁽³⁾					11/15/2012 ⁽⁴⁾	Common Stock 1,334,000 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ADELMAN JASON T
CIPHER CAPITAL PARTNERS C/O ROTHSCHILD
1251 AVENUE OF THE AMERICAS, SUITE 936
NEW YORK, NY 10020

Signatures

/s/ Jason T. 01/07/2013
Adelman

 **Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person acquired the shares of Issuer's common stock ("Common Stock") for aggregate consideration of \$50,000 in a privately negotiated transaction.

The Warrant contains a provision preventing the exercise of the Warrant if, as a result of such exercise, the Reporting Person would
(2) beneficially own, together with all other shares of Common Stock beneficially owned by the Reporting Person, in excess of 9.99% of the Issuer's Common Stock issued and outstanding.

(3) Each share of Series C Convertible Preferred Stock ("Series C Preferred") is convertible into 40,000 shares of Common Stock.

(4) The Series C Preferred is perpetual.

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- The Certificate of Designations, Preferences and Rights of the Series C Preferred contains a provision preventing the conversion of the
- (5) Series C Preferred if, as a result of such conversion, the Reporting Person would beneficially own, together with all other shares of Common Stock beneficially owned by the Reporting Person, in excess of 4.99% of the Issuer's Common Stock issued and outstanding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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