

KNOLL FRED

Form 3

December 26, 2012

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â EUROPA

INTERNATIONAL INC

(Last)

(First)

(Middle)

C/O KNOLL CAPITAL
MANAGEMENT, L.P., Â 1114
AVENUE OF THE AMERICAS,
45TH FLOOR

(Street)

NEW YORK, Â NY Â 10036

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/14/2012

3. Issuer Name **and** Ticker or Trading Symbol
Tamir Biotechnology, Inc. [ACEL]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

80,493,064

D ⁽¹⁾ ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of
Indirect Beneficial

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(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant to Purchase Common Stock (right to buy)	Â (2)	Â (3)	Common Stock	66,287,468	\$ 0.0031	D (1)	Â
Series A Convertible Preferred Stock	Â (4)	Â (5)	Common Stock	93,022,230	\$ (4)	D (1)	Â
Series B Warrant to Purchase Common Stock (right to buy)	10/19/2009	10/19/2014	Common Stock	5,000,000	\$ 0.01	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EUROPA INTERNATIONAL INC C/O KNOLL CAPITAL MANAGEMENT, L.P. 1114 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
Knoll Capital Management, LP 1114 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â
KNOLL FRED C/O KNOLL CAPITAL MANAGEMENT, L.P. 1114 AVENUE OF THE AMERICAS, 45TH FLOOR NEW YORK, NY 10036	Â	Â X	Â	Â

Signatures

/s/ By: Fred Knoll, President of Knoll Capital Management, Investment Manager of the Reporting Person, By: Zev Bomrind, Power of Attorney	12/21/2012
_____ **Signature of Reporting Person	Date
/s/ By: Fred Knoll, President of Knoll Capital Management By: Zev Bomrind, Power of Attorney	12/21/2012
_____ **Signature of Reporting Person	Date
/s/ Fred Knoll, By: Zev Bomrind, Power of Attorney	12/21/2012
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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)

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The Common Stock, Common Stock Warrants (the "Warrants"), and Series A Preferred Stock (the "Preferred Stock") are owned by Europa International Inc. ("Europa"). Mr. Knoll is President of Knoll Capital Management ("Knoll Capital Management"), the Investment Manager of Europa, and Mr. Knoll and Knoll Capital Management may be deemed to indirectly beneficially own those shares owned by Europa. Each of Mr. Knoll and Knoll Capital Management disclaims beneficial ownership of those shares that they do not have a pecuniary interest in and this report shall not be deemed an admission that they own these shares for purposes of Section 16.

The Warrants will be exercisable as of the close of business on the date that the Company files with the Secretary of State of the State of Delaware an amendment to its Certificate of Incorporation increasing the authorized number of shares of Common Stock and/or effecting

(2) a reverse stock split of the Common Stock so that the Company has a sufficient number of authorized and unissued shares of Common Stock so as to permit the conversion of the Series A Convertible Preferred Stock of the Company and the Warrants (the "Conversion Date").

(3) The Warrants will expire as of the date 10 years following the Conversion Date.

(4) As of the Conversion Date, each share of Preferred Stock will automatically be converted into 17,718.52 shares of Common Stock.

(5) The Preferred Stock has no expiration date.

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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