

ONCOSEC MEDICAL Inc
Form SC 13G/A
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

OncoSec Medical Incorporated
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

68234L108
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 9 Pages)

* 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 (the "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).

CUSIP No. 68234L108

13G/A

Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS
 Kingsbrook Opportunities Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER - 0 -
	6	SHARED VOTING POWER Warrants to purchase up to 2,697,000 shares of Common Stock
	7	SOLE DISPOSITIVE POWER - 0 -
	8	SHARED DISPOSITIVE POWER Warrants to purchase up to 2,697,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.0%

12 TYPE OF REPORTING PERSON
 PN

CUSIP No. 68234L108

13G/A

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS
 Kingsbrook Opportunities GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 6 7 8	SOLE VOTING POWER - 0 - SHARED VOTING POWER Warrants to purchase up to 2,697,000 shares of Common Stock SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER Warrants to purchase up to 2,697,000 shares of Common Stock
--	------------------	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.0%

12 TYPE OF REPORTING PERSON
 OO

CUSIP No. 68234L108

13G/A

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS
 Kingsbrook Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6	SOLE VOTING POWER - 0 -
7		8	SHARED VOTING POWER Warrants to purchase up to 2,697,000 shares of Common Stock
8		9	SOLE DISPOSITIVE POWER - 0 -
9		10	SHARED DISPOSITIVE POWER Warrants to purchase up to 2,697,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.0%

12 TYPE OF REPORTING PERSON
 PN

DOC ID - 19478401.2

1 NAMES OF REPORTING PERSONS
 Ari Storch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

NUMBER OF	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		Warrants to purchase up to 2,697,000 shares of Common Stock
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON WITH:	8	SHARED DISPOSITIVE POWER
		Warrants to purchase up to 2,697,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.0%

12 TYPE OF REPORTING PERSON
 IN

1 NAMES OF REPORTING PERSONS
Adam J. Chill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: - 0 -

6 SHARED VOTING POWER
Warrants to purchase up to 2,697,000 shares of Common Stock

7 SOLE DISPOSITIVE POWER
- 0 -

8 SHARED DISPOSITIVE POWER
Warrants to purchase up to 2,697,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.0%

12 TYPE OF REPORTING PERSON
IN

CUSIP No. 68234L108

13G/A

Page 7 of 9 Pages

1 NAMES OF REPORTING PERSONS
 Scott Wallace

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5	SOLE VOTING POWER
NUMBER OF	- 0 -
SHARES	6 SHARED VOTING POWER
BENEFICIALLY	Warrants to purchase up to 2,697,000 shares of Common Stock
OWNED BY	7 SOLE DISPOSITIVE POWER
EACH	- 0 -
REPORTING	8 SHARED DISPOSITIVE POWER
PERSON WITH:	Warrants to purchase up to 2,697,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Warrants to purchase up to 2,697,000 shares of Common Stock

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.0%

12 TYPE OF REPORTING PERSON
 IN

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G originally filed on March 29, 2012 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.0001 (the "Common Stock"), of OncoSec Medical Incorporated, a Nevada corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates Items 2(b), 4 and 5 in their entirety as set forth below.

Item 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is c/o Kingsbrook Partners LP, 689 Fifth Avenue, 12th Floor, New York, New York 10022.

Item 4. OWNERSHIP.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2012, filed with the Securities and Exchange Commission on December 17, 2012, indicated that the total number of outstanding shares of Common Stock as of December 14, 2012 was 88,409,000 shares.

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:

[X]

CUSIP No. 68234L108

13G/A

Page 9 of 9 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2013

KINGSBROOK OPPORTUNITIES MASTER FUND LP
By: Kingsbrook Opportunities GP LLC, its general partner

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

KINGSBROOK OPPORTUNITIES GP LLC

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

KINGSBROOK PARTNERS LP
By: KB GP LLC, its general partner

/s/ Adam J. Chill
Name: Adam J. Chill
Title: Managing Member

/s/ Ari Storch
Ari Storch

/s/ Adam J. Chill
Adam J. Chill

/s/ Scott Wallace
Scott Wallace