

KNOLL FRED
Form 3
December 26, 2012

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

OMB APPROVAL

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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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>EUROPA INTERNATIONAL INC</p> <p>(Last) (First) (Middle)</p> <p>C/O KNOLL CAPITAL MANAGEMENT, L.P., 1114 AVENUE OF THE AMERICAS, 45TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/14/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Tamir Biotechnology, Inc. [ACEL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

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) | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.