

Edgar Filing: SHOGEN KUSLIMA - Form SC 13D/A

SHOGEN KUSLIMA
Form SC 13D/A
August 26, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Rule 13d-101

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Alfacell Corporation

(Name of Issuer)

Common Stock, Options and Warrants

(Title of Class of Securities)

015404106

(CUSIP Number)

Kuslima Shogen
c/o Alfacell Corporation
225 Belleville Avenue
Bloomfield, NJ 07003
(973) 748-8082

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

08/26/2004

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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 to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

Edgar Filing: SHOGEN KUSLIMA - Form SC 13D/A

CUSIP No. 015404106

(1) Names and I.R.S. Identification Nos.(entities only) of reporting persons.

Shogen, Kuslima

(2) Check the appropriate box if a member of a group (see instructions) (a) |
(b) |X|

(3) SEC use only.

(4) Source of funds (see instructions).

(5) Check if disclosure of legal proceedings is required pursuant to Items |
2(d) or 2(e).

(6) Citizenship or place of organization.

USA

Number of shares beneficially owned by each reporting person with:

(7) Sole voting power:
1,078,945 (includes 655,445 shares subject to options and warrants
which are currently exercisable or which will become exercisable within
60 days of August 26, 2004).

(8) Shared voting power:
900,000

(9) Sole dispositive power:
1,978,945 (includes 655,445 shares subject to options and warrants
which are currently exercisable or which will become exercisable within
60 days of August 26, 2004).

(10) Shared dispositive power:
0

(11) Aggregate amount beneficially owned by each reporting person.

1,978,945 (includes 655,445 shares subject to options and warrants which
are currently exercisable or which will become exercisable within 60 days
of August 26, 2004).

(12) Check if the aggregate amount in Row (11) excludes certain shares |
(see instructions).

(13) Percent of class represented by amount in Row (11).

5.65%

(14) Type of reporting person (see instructions).

IN

Edgar Filing: SHOGEN KUSLIMA - Form SC 13D/A

Item 1. Security and Issuer.

N/A

Item 2. Identity and Background.

(a) N/A

(b) N/A

(c) N/A

(d) N/A

(e) N/A

(f) N/A

Item 3. Source and Amount of Funds or Other Consideration.

Not Applicable

Item 4. Purpose of Transaction.

This Amendment No. 8 ("Amendment No. 8") to that certain statement on Schedule 13D of Kuslima Shogen filed on December 19, 2003 (the "Amendment No. 7") hereby amends and restates the Amendment No. 7 as provided herein.

This Amendment No. 8 amends and restates Item 5 of the Amendment No. 7 in its entirety.

Item 5. Interest in Securities of the Issuer.

(a) The Reporting Person beneficially owns 1,978,945 shares of Common Stock, consisting of 1,323,500 shares of Common Stock currently outstanding and 655,445 shares of Common Stock underlying options and warrants which are currently exercisable or which will become exercisable within 60 days of August 26, 2004. Such shares constitute 5.65% of the Common Stock outstanding assuming all options and warrants are exercised.

(b) The Reporting Person has the sole power to vote or to direct the vote and the sole power to dispose or direct the disposition of the shares of Common Stock referred to in Item 5(a) except for the 900,000 shares described in Item 5(d) below for which the voting power is shared with Global Agressive Growth Fund Limited.

(c) None

(d) The Reporting Person has pledged a total of 900,000 of the outstanding shares of Common Stock to Global Aggressive Growth Fund Limited to secure a personal loan of which proceeds were loaned to the Issuer.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

N/A

Edgar Filing: SHOGEN KUSLIMA - Form SC 13D/A

Item 7. Material to be Filed as Exhibits.

Not Applicable

Page 3 of 4 Pages

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.

Alfacell Corporation

Date: 08/26/2004

/s/ Kuslima Shogen
Name: Kuslima Shogen
Title: Chairman of the Board and
Chief Executive Officer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: Provided, however, That a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION--Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001). (Secs. 13(d), 13(g), 14(d), 23, 48 Stat. 894, 895, 901; sec. 8, 49 Stat. 1379; sec. 203(a), 49 Stat. 704; sec. 10, 78 Stat. 88a; Secs. 2, 3, 82 Stat. 454, 455; secs. 1, 2, 3-5, 84 Stat. 1497; sec. 18, 89 Stat. 155; secs. 202, 203, 91 Stat. 1494, 1498, 1499; 15 U.S.C. 78m(d), 78m(g), 78n(d), 78w) [44 FR 2145, Jan. 9, 1979; 44 FR 11751, Mar. 2, 1979; 44 FR 70340, Dec. 6, 1979; 47 FR 11466, Mar. 16, 1982; 61 FR 49959, Sept. 24, 1996; 62 FR 35340, July 1, 1997; 63 FR 2867, Jan. 16, 1998; 63 FR 15287, Mar. 31, 1998]

Page 4 of 4 Pages