

ONCOSEC MEDICAL Inc
Form SC 13G
March 29, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

OncoSec Medical Incorporated
(Name of Issuer)

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

68234L108
(CUSIP Number)

March 26, 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 12 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

Page 2 of 12 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	5	SOLE VOTING POWER
SHARES		- 0 -
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		5,300,000 shares of Common Stock
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		- 0 -
PERSON WITH:	8	SHARED DISPOSITIVE POWER
		5,300,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,300,000 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)
 6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
 PN

CUSIP No. 68234L108

13G

Page 3 of 12 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 5,300,000 shares of Common Stock SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 5,300,000 shares of Common Stock
--	------------------	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,300,000 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)
 6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
 OO

CUSIP No. 68234L108

13G

Page 4 of 12 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 6 7 8	SOLE VOTING POWER - 0 - SHARED VOTING POWER 5,300,000 shares of Common Stock SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 5,300,000 shares of Common Stock
--	------------------	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,300,000 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)
 6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
 PN

CUSIP No. 68234L108

13G

Page 5 of 12 Pages

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 6 7 8	SOLE VOTING POWER - 0 - SHARED VOTING POWER 5,300,000 shares of Common Stock SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 5,300,000 shares of Common Stock
--	------------------	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,300,000 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)
 6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
 IN

CUSIP No. 68234L108

13G

Page 6 of 12 Pages

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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 6 7 8	SOLE VOTING POWER - 0 - SHARED VOTING POWER 5,300,000 shares of Common Stock SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 5,300,000 shares of Common Stock
--	------------------	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,300,000 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)
 6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
 IN

CUSIP No. 68234L108

13G

Page 7 of 12 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
6	- 0 -
7	SHARED VOTING POWER
8	5,300,000 shares of Common Stock
9	SOLE DISPOSITIVE POWER
10	- 0 -
11	SHARED DISPOSITIVE POWER
12	5,300,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,300,000 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)
6.0% (See Item 4)

12 TYPE OF REPORTING PERSON
IN

CUSIP No. 68234L108

13G

Page 8 of 12 Pages

Item 1 (a). NAME OF ISSUER.

The name of the issuer is OncoSec Medical Incorporated (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 4690 Executive Drive, Suite 250, San Diego, CA 92121.

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Kingsbrook Opportunities Master Fund LP, a Cayman Islands limited partnership (the "Kingsbrook Fund"), with respect to the Common Stock (as defined below) directly held by it;
- (ii) Kingsbrook Opportunities GP LLC, a Delaware limited liability company (the "General Partner"), which serves as the general partner of the Kingsbrook Fund, with respect to the Common Stock directly held by the Kingsbrook Fund;
- (iii) Kingsbrook Partners LP, a Delaware limited partnership (the "Investment Manager"), which serves as the investment manager to the Kingsbrook Fund, with respect to the Common Stock directly held by the Kingsbrook Fund;
- (iv) Mr. Ari Storch ("Mr. Storch"), who serves as senior managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund;
- (v) Mr. Adam J. Chill ("Mr. Chill"), who serves as managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund; and
- (iii) Mr. Scott Wallace ("Mr. Wallace"), who serves as managing member to the General Partner and KB GP LLC, the general partner of the Investment Manager, with respect to the Common Stock directly held by the Kingsbrook Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

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, 590 Madison Avenue, 27th Floor, New York, New
York 10022.

CUSIP No. 68234L108

13G

Page 9 of 12 Pages

Item 2(c). CITIZENSHIP:

The Kingsbrook Fund is a Cayman Islands limited partnership. The General Partner is a Delaware limited liability company. The Investment Manager is a Delaware limited partnership. Messrs. Storch, Chill and Wallace are each United States citizens.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.0001 per share, (the "Common Stock").

Item 2(e). CUSIP NUMBER:

68234L108

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) .. Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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 January 31, 2012, filed with the Securities and Exchange Commission on March 16, 2012, indicated that the total number of outstanding shares of Common Stock as of March 16, 2012 was 56,856,000. In addition, the Company agreed to issue 31,000,000 shares of Common Stock as disclosed in a press release issued by the Company on March 26, 2012, pursuant to which the Kingsbrook Fund agreed to purchase the securities reported herein . The percentage set forth in Row (11) of the cover page for each Reporting Person is based upon such total number of shares of Common Stock outstanding, subject to the 4.99% Blocker (as defined below).

In addition to the reported shares of Common Stock, the Kingsbrook Fund holds Warrants to purchase an aggregate of up to 5,300,000 shares of Common Stock. However, pursuant to the terms of these Warrants, the Kingsbrook Fund cannot exercise any of these Warrants unless the Reporting Persons would not beneficially own, immediately after any such exercise, more than 4.99% of the outstanding shares of Common Stock (the "4.99% Blocker"). As of the date hereof, because of the 4.99% Blocker, the Reporting Persons do not beneficially own any shares of Common Stock underlying these Warrants.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below, each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 68234L108

13G

Page 11 of 12 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: March 29, 2012

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

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: March 29, 2012

KINGSBROOK OPPORTUNITIES MASTER FUND LP

By: Kingsbrook Opportunities GP LLC,
its general partner

/s/ Adam J. Chill

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

