

GENTA INC DE/  
Form SC 13G/A  
September 16, 2009

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

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response... 10.4

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Genta Incorporated**  
(Name of Issuer)

**Common Stock, \$0.001 par value**  
(Title of Class of Securities)

**37245M504**  
(CUSIP Number)

**September 4, 2009**  
(Date of Event which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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.

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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

BAM Opportunity Fund, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware, U.S.A.

5 Sole Voting Power

Number

0

of Shares

6 Shared Voting Power

Beneficially

13,476,214

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

0

Reporting

8 Shared Dispositive Power

Person With

13,476,214

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

13,476,214

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.00%

12 Type of Reporting Person (See Instructions)

PN

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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

BAM Capital, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware, U.S.A.

5 Sole Voting Power

Number

0

of Shares

6 Shared Voting Power

Beneficially

13,476,214

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

0

Reporting

8 Shared Dispositive Power

Person With

13,476,214

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

13,476,214

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.00%

12 Type of Reporting Person (See Instructions)

OO

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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

BAM Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Delaware, U.S.A.

5 Sole Voting Power

Number

0

of Shares

6 Shared Voting Power

Beneficially

13,476,214

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

0

Reporting

8 Shared Dispositive Power

Person With

13,476,214

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

13,476,214

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.00%

12 Type of Reporting Person (See Instructions)

OO

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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Ross Berman

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

United States of America

5 Sole Voting Power

Number

0

of Shares

6 Shared Voting Power

Beneficially

13,476,214

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

0

Reporting

8 Shared Dispositive Power

Person With

13,476,214

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

13,476,214

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.00%

12 Type of Reporting Person (See Instructions)

IN

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1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Hal Mintz

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

United States of America

5 Sole Voting Power

Number

0

of Shares

6 Shared Voting Power

Beneficially

13,476,214

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

0

Reporting

8 Shared Dispositive Power

Person With

13,476,214

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

13,476,214

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.00%

12 Type of Reporting Person (See Instructions)

IN

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**Item 1.**

- (a) Name of Issuer  
Genta Incorporated
- (b) Address of Issuer' Principal Executive Offices  
200 Connell Drive, Berkeley Heights, NJ 07922

**Item 2.**

- (a) Name of Person Filing

(i) BAM Opportunity Fund, L.P. (the "Partnership"), a Delaware limited partnership, with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it.

(ii) BAM Capital, LLC (the "General Partner"), which serves as the general partner of the Partnership.

(iii) BAM Management, LLC (the "Investment Manager"), which serves as the investment manager to the Partnership.

(iv) Mr. Hal Mintz who serves as a managing member of both the General Partner and the Investment Manager.

(v) Mr. Ross Berman who serves as a managing member of both the General Partner and the Investment Manager.

- (b) Address of Principal Business Office or, if none, Residence

BAM Opportunity Fund, L.P., c/o BAM Capital, LLC  
BAM Capital, LLC

BAM Management, LLC

44 Wall Street, Suite 1603

New York, NY 10005

Ross Berman

Hal Mintz  
c/o BAM Capital, LLC

44 Wall Street, Suite 1603



New York, NY 10005

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(c) Citizenship

BAM Opportunity Fund, L.P. - Delaware, U.S.A.

BAM Capital, LLC - Delaware, U.S.A.

BAM Management, LLC - Delaware, U.S.A.

Ross Berman - U.S.A.

Hal Mintz - U.S.A.

(d) Title of Class of Securities

Common Stock, \$0.001 par value (the "Common Stock")

(e) CUSIP Number

37245M504

**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
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of September 4, 2009, the Partnership beneficially owned 13,476,214 shares of Common Stock. Of these shares, 2,055,000 consist of shares that the Partnership acquired from the Issuer in a private placement transaction that closed on September 4, 2009; 6,626,214 consist of Common Stock that the Partnership held before the September 1, 2009 transaction; and 4,795,000 underlie convertible notes with face value \$479,500 that the Partnership acquired from the Issuer in that same private placement.

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On September 4, 2009, the Partnership also acquired warrants to purchase 1,198,750 shares of Common Stock (the "Warrants"), which are exercisable beginning on March 4, 2010. The Partnership also holds an additional 2,717,500 Warrants to purchase Common Stock and an additional convertible note with face value \$547,635 which is convertible into 5,476,350 shares of Common Stock (the "April Note"). All such Warrants and the April Note contain a contractual provision (the "Blocker") that disallows their exercise to the extent that the Partnership and its affiliates would, as a result of such exercise, beneficially own more than 4.999% of the Common Stock of the Issuer. Accordingly, the Partnership does not have beneficial ownership of the Common Stock for which any of the Warrants or the April Note may be exercised. The Partnership also holds a "greenshoe" right to purchase up to (a) an additional \$800,000 in convertible notes, which are convertible into 8,000,000 shares of Common Stock, plus (b) accompanying Warrants to acquire an additional 2,000,000 shares (i.e., 2.5 Warrants for every \$1 of convertible notes purchased). Those convertible notes and the accompanying Warrants are also subject to the Blocker and, accordingly, the Partnership does not have beneficial ownership of the Common Stock underlying those convertible notes or those Warrants.

The percentages herein are calculated based upon 168,540,061 shares of Common Stock issued and outstanding, consisting of (a) 133,745,061 shares issued and outstanding as of August 7, 2009, as reported on the Issuer's prospectus filed with the SEC on August 14, 2009. (b) 30,000,000 shares of Common Stock issued in the private placement transaction in which the Partnership participated, which closed on September 4, 2009, and (c) 4,795,000 shares underlying the above-mentioned \$479,500 of convertible notes held by the Partnership.

### A. BAM Opportunity Fund, L.P.

- (a) Amount beneficially owned: 13,476,214
- (b) Percent of class: 8.00%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -
  - (ii) Shared power to vote or direct the vote: 13,476,214
  - (iii) Sole power to dispose or direct the disposition:-
  - (iv) Shared power to dispose or direct the disposition: 13,476,214

### B. BAM Capital, LLC

- (a) Amount beneficially owned: 13,476,214
- (b) Percent of class: 8.00%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -
  - (ii) Shared power to vote or direct the vote: 13,476,214
  - (iii) Sole power to dispose or direct the disposition:-
  - (iv) Shared power to dispose or direct the disposition: 13,476,214

### C. BAM Management, LLC

- (a) Amount beneficially owned: 13,476,214
- (b) Percent of class: 8.00%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -
  - (ii) Shared power to vote or direct the vote: 13,476,214
  - (iii) Sole power to dispose or direct the disposition:-
  - (iv) Shared power to dispose or direct the disposition: 13,476,214

D. Hal Mintz

- (a) Amount beneficially owned: 13,476,214
  - (b) Percent of class: 8.00%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or direct the vote: -
    - (ii) Shared power to vote or direct the vote: 13,476,214
    - (iii) Sole power to dispose or direct the disposition:-
    - (iv) Shared power to dispose or direct the disposition: 13,476,214
-

E. Ross Berman

- (a) Amount beneficially owned: 13,476,214
- (b) Percent of class: 8.00%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -
  - (ii) Shared power to vote or direct the vote: 13,476,214
  - (iii) Sole power to dispose or direct the disposition:-
  - (iv) Shared power to dispose or direct the disposition: 13,476,214

This statement relates to Common Stock held by the Partnership over which the General Partner and the Investment Manager have discretionary trading authority. The managing members of the General Partner and the Investment Manager are Ross Berman and Hal Mintz, who share investment management duties. The Partnership, the General Partner, the Investment Manager, Mr. Mintz and Mr. Berman are hereinafter sometimes collectively referred to as the "Reporting Persons."

Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock reported hereby, except to the extent of such Reporting Person's pecuniary interest therein.

**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 o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

The Partnership is a private investment partnership, the sole general partner of which is the General Partner. As the sole general partner of the Partnership, the General Partner has the power to vote and dispose of the Common Stock owned by the Partnership and, accordingly, may be deemed the "beneficial owner" of such Common Stock. As the investment manager of the Partnership, the Investment Manager has the power to vote and dispose of the Common Stock owned by the Partnership and, accordingly, may be deemed the "beneficial owner" of such Common Stock. The managing members of the General Partner and the Investment Manager are Hal Mintz and Ross Berman.

Messrs. Mintz and Berman share investment management duties.

**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 I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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**SIGNATURE**

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.

September 16, 2009

**BAM Opportunity Fund, L.P.**

By: BAM Capital, LLC  
its General Partner

By: /s/ Ross Berman

Name: Ross Berman

Title: Managing Member

**BAM Capital, LLC**

By: /s/ Ross Berman

Name: Ross Berman

Title: Managing Member

**BAM Management, LLC**

By: /s/ Ross Berman

Name: Ross Berman

Title: Managing Member

/s/ Ross Berman

Ross Berman

/s/ Hal Mintz

Hal Mintz

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## Edgar Filing: GENTA INC DE/ - Form SC 13G/A

Exhibit 1

### JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of September 16, 2009, is entered into by and among BAM Capital, LLC, a Delaware limited liability company, BAM Management, LLC, a Delaware limited liability company, BAM Opportunity Fund, L.P., a Delaware limited partnership, Ross Berman, an individual, and Hal Mintz, an individual (all of the foregoing are collectively referred to herein as the "BAM Entities").

Each of the BAM Entities may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G (and amendments thereto) with respect to shares of common stock, par value \$0.001 per share, of Genta Incorporated, a Delaware corporation, beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the parties hereby agree to file a single statement on Schedule 13G (and any amendments thereto) on behalf of each of the parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the BAM Entities upon one week's prior written notice or such lesser period of notice as the BAM Entities may mutually agree.

Executed and delivered as of the date first above written.

BAM Opportunity Fund, L.P.

By: BAM Capital, LLC, its General Partner

By: /s/ Ross Berman  
Name: Ross Berman  
Title: Managing Member

BAM Capital, LLC

By: /s/ Ross Berman  
Name: Ross Berman  
Title: Managing Member

BAM Management, LLC

By: /s/ Ross Berman  
Name: Ross Berman  
Title: Managing Member

/s/ Ross Berman

Ross Berman

/s/ Hal Mintz  
Hal Mintz