

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-08-20** | Period of Report: **2012-08-15**  
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### ISSUER

#### **BioDrain Medical, Inc.**

CIK: [1446159](#) | IRS No.: [331007393](#) | State of Incorporation: **MN** | Fiscal Year End: **1231**  
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

Mailing Address  
2060 CENTRE POINTE  
BOULEVARD  
SUITE 7  
MENDOTA HEIGHTS MN  
55120

Business Address  
2060 CENTRE POINTE  
BOULEVARD  
SUITE 7  
MENDOTA HEIGHTS MN  
55120  
(612) 850-9460

### REPORTING OWNER

#### **SOK Partners LLC**

CIK: [1546490](#) | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [000-54361](#) | Film No.: **121045560**

Mailing Address  
122 WILLOW STREET  
BROOKLYN NY 11217

Business Address  
445 EAST BROAD STREET  
WESTFIELD NJ 07090  
718-624-6277

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>SOK Partners LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>BioDrain Medical, Inc. [BIOR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/15/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
122 WILLOW STREET  (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
BROOKLYN, NY 11217  (City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share	08/15/2012		J	(1) (2)	13,250,000	A	(1) (2)	22,480,770	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Convertible Promissory Grid Note	(3)	08/15/2012		J	(1) (2)		21,262,234 (4)	(3)	(3)	Common Stock, par value \$0.01 per share	27,098,925	(1) (2)	1	D

#### Explanation of Responses:

- On August 15, 2012, the Issuer entered into a letter agreement (the "Forbearance Agreement") with SOK Partners, LLC ("SOK Partners") and Dr. Herschkowitz (both on his own behalf and on behalf of Atlantic Partners Alliance LLC ("Atlantic Partners")) and pursuant to which SOK Partners and Dr. Herschkowitz agreed to (i) forbear from enforcing their rights under the Convertible Promissory Note (the "First Note"), dated December 20, 2011, in the original principal amount of \$240,000 made by the Issuer in favor of Dr. Herschkowitz and the Convertible Promissory Grid Note (the "Grid Note"), dated March 28, 2012, made by the Issuer in favor of SOK Partners LLC ("SOK Partners"),
- (ii) terminate the letter agreement, dated March 14, 2012, between the Issuer and Atlantic Partners, which granted Dr. Herschkowitz and his affiliates certain anti-dilution rights, and (iii) extend the maturity date of each of the First Note and the Grid Note to December 31, 2012. In consideration of such agreements, the Issuer agreed to (x) issue to each of Dr. Herschkowitz and SOK Partners on the date of the Forbearance Agreement 13,250,000 shares of the Issuer's Common Stock, par value \$0.01 per share ("Shares") and (y) adjust the conversion price under each of the First Note and the Grid Note from \$0.065 per Share to \$0.014 per Share.
- The Grid Note may be converted at any time into a number of Shares equal to the then outstanding principal amount and accrued interest under the Grid Note divided by \$0.014. The current outstanding principal amount and accrued interest under the Grid Note is \$379,384.95, which amount, if converted into Shares, would result in

the issuance of 27,098,925 Shares. The conversion price under the First Note is subject to adjustment upon the occurrence of certain events, such as stock splits and the issuance of stock for a consideration per Share less than such conversion price.

4. The adjustment of the conversion price under the Grid Note from \$0.065 to \$0.014 would result, upon conversion of the outstanding principal amount and accrued interest under the Grid Note into Shares, in the issuance of 21,262,234 additional Shares to SOK Partners.

#### Signatures

SOK PARTNERS, LLC, By Atlantic Partners Alliance LLC, its sole member /s/ Samuel Herschkowitz

08/20/2012

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**