

Ampio Pharmaceuticals, Inc.
Form SC 13G/A
February 17, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G*

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

(Amendment No. 1)

Ampio Pharmaceuticals, Inc
(Name of Issuer)

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

03209T109
(CUSIP Number)

2/17/15
(Date of Event Which Requires Filing of the Statement)

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

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | 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 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*)

Cusip No. _____ **13G** Page 2 of 7 Pages
03209T109_____

NAME OF REPORTING PERSONS

1. Knoll Capital Management, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a)
(b)

3. SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4.
Delaware

5. SOLE VOTING POWER
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY

6. SHARED VOTING POWER
3,388,322

7. SOLE DISPOSITIVE POWER
PERSON 0

WITH 8. SHARED DISPOSITIVE POWER

3,388,322

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,388,322

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10. CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

6.5%

TYPE OF REPORTING PERSON

12.

PN

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NAME OF REPORTING PERSONS

Fred Knoll
1.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

USA

SOLE VOTING POWER

5. NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY 6.

3,388,322
EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON 0

WITH

8. SHARED DISPOSITIVE POWER

3,388,322

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,388,322

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10. CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

6.5%

TYPE OF REPORTING PERSON

12.

IN

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NAME OF REPORTING PERSONS

Europa International, Inc.

1.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2. (a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

British Virgin Islands

SOLE VOTING POWER

5. NUMBER OF 0

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY 3,388,322

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON 0

WITH 8. SHARED DISPOSITIVE POWER

3,388,322

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,388,322

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10. CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

6.5%

TYPE OF REPORTING PERSON

12.

CO

Item 1(a). Name of Issuer:

Ampio Pharmaceuticals, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

5445 DTC Parkway, Suite 925

Greenwood Village, Colorado 80111

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Item 2(a). Name of Persons Filing:

Knoll Capital Management LP (“KCMLP”)

Fred Knoll (“Knoll”)

Europa International, Inc. (“Europa”)

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principle business address for each of KCMLP, Knoll and Europa is 5 East 44th Street, Suite 12, New York, NY 10017

Item 2(c). Citizenship:

KCMLP is a limited partnership formed and existing under the laws of the State of Delaware.

Knoll is a citizen of the United States.

Europa is a company organized under the laws of the British Virgin Islands.

Item 2(d). Title of Class of Securities:

This statement on Schedule 13G is being filed with respect to Common Stock, \$0.0001 par value per share (the “Common Stock”) of the issuer.

Item 2(e). CUSIP Number:

03209T109

Item 3. **If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is**
a: Not applicable

- (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) " An investment adviser in accordance with Rule 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 association 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 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

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If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership:

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

(a) Amount beneficially owned:

As of this filing:

Europa beneficially owns 3,388,322 Shares of the Issuer's Common Stock.

Each of KCMLP and Knoll beneficially own 3,388,322 Shares of the Issuer's Common Stock. KCMLP is the investment manager of Europa, and Knoll is the President of KCMLP.

(b) Percent of Class:

The percentage set forth in this Schedule 13G are based upon the total number of shares of the Issuer's common stock outstanding of 51,972,266 shares based on the company's September 20, 2014 8K.

The 3,388,322 shares of the Issuer's Common Stock beneficially owned by each of Europa, KCMLP and Knoll constitute 6.5% of the Issuer's Common Stock outstanding.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 3,388,322

KCMLP, Knoll and Europa share the power to vote or direct the vote of those shares of Common Stock owned by Europa.

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 3,388,322

KCMLP, Knoll and Europa share the power to dispose of or direct the disposition of those shares of Common Stock owned by Europa.

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 5 percent of the class of securities, check the following " .

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 or Control Person:

Not Applicable.

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Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

By Signing below I certify that, to the best of my 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.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

KNOLL CAPITAL MANAGEMENT, LP

By: /s/ Fred Knoll

Dated: February 17, 2015 Name: Fred Knoll

Title: President

/s/ Fred Knoll

Dated: February 17, 2015 Fred Knoll

EUROPA INTERNATIONAL, INC

By: Knoll Capital Management, L.P.,

Investment Manager

By: /s/ Fred Knoll

Dated: February 17, 2015 Name: Fred Knoll

Title: President