

TECHLABS INC  
Form SC 13G/A  
June 08, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 13G**

**Amendment 2 Final**

**Under the Securities Exchange Act of 1934**

TECHLABS, Inc.

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(Name of Issuer)

Common Stock, .001 Par

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(Title of Class of Securities)

87833L301

(CUSIP Number)

March 31, 2007

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(Date of Event Which Requires Filing of this Statement)

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)

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\* 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 ( 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).

SCHEDULE 13G

CUSIP No. 87833L301

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

Knight Equity Markets, L.P., formerly Knight Securities, L.P.

22-3660471

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 5. SOLE VOTING POWER  
SHARES 3,224  
6. SHARED VOTING POWER  
BENEFICIALLY Not applicable  
OWNED BY 7. SOLE DISPOSITIVE POWER  
EACH 3,224  
8. SHARED DISPOSITIVE POWER  
REPORTING Not applicable  
PERSON  
WITH  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,224

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.40% based on issuer's 10-QSB filed on November 16, 2006

12. TYPE OF REPORTING PERSON\*

BD

ITEM 1 (a). Name of Issuer  
TECHLABS, Inc.  
ITEM 1 (b). Address of Issuer's Principal Executive Offices  
8905 Kingston Pike, Suite 307, Knoxville, TN 37923  
ITEM 2 (a). Names of Persons Filing  
Knight Equity Markets, L.P., formerly Knight Securities, L.P.  
ITEM 2 (b). Address of principal business office  
545 Washington Blvd., 3<sup>rd</sup> Floor Jersey City, NJ 07310  
ITEM 2 (c). Citizenship  
Delaware

ITEM 2 (d). Title of Class of Securities  
Common Stock

ITEM 2 (e). CUSIP Number  
N/A

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b), or 13(d)-2(b), check whether the person filing it is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

ITEM 4. Ownership

(a) Amount beneficially owned  
3,224

(b) Percent of class  
0.40%

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

(i) sole power to vote or to direct the vote  
3,224

(ii) shared power to vote or to direct the vote  
Not applicable

(iii) sole power to dispose or to direct the disposition of  
3,224

(iv) shared power to dispose or to direct the disposition of  
Not applicable

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

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.

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.

Date: June 8, 2007

Knight Equity Markets, L.P.

By: /s/ Michael Corrao  
Michael Corrao

Director of Compliance