

ALFACELL CORP  
Form 8-K  
February 04, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 2, 2010

Alfacell Corporation  
(Exact name of registrant as specified in its charter)

0-11088  
(Commission File Number)

Delaware  
(State or other jurisdiction of  
incorporation)

22-2369085  
(I.R.S. Employer Identification No.)

300 Atrium Drive, Somerset, NJ 08873  
(Address of principal executive offices, with zip code)

(732) 652-4525  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 2, 2010 and January 29, 2010, respectively, Donald Conklin and Kuslima Shogen, members of the board of directors of Alfacell Corporation (the "Company"), resigned from the board and committees thereof. The resignations were tendered in accordance with the terms of the Securities Purchase Agreement dated as of October 19, 2009 and filed as Exhibit 10.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on October 20, 2009.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALFACELL CORPORATION

Date: February 4, 2010

By: /s/ Charles Muniz  
Charles Muniz  
President, Chief Executive Officer  
and Chief Financial Officer