

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

BioDrain Medical, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

09071P109
(CUSIP Number)

**SOK Partners LLC
122 Willow Street
Brooklyn, New York 11217
Attn: Dr. Samuel Herschkowitz
(718) 624-6277**

with copies to:
**Goodwin Procter llp
620 Eighth Avenue
New York, New York 10018
Attn: Jeffrey A. Legault, Esq.
(212) 813-8800**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 21, 2012
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d 1(e), 240.13d 1(f) or 240.13d 1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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 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).

1	NAME OF REPORTING PERSON: SAMUEL HERSCHKOWITZ	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): PF, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 13,044,308
	8	SHARED VOTING POWER 5,917,800
	9	SOLE DISPOSITIVE POWER 13,044,308
	10	SHARED DISPOSITIVE POWER 5,917,800
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,262,108	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.3%¹	
14	TYPE OF REPORTING PERSON IN	

¹ Calculated based upon 46,686,911 shares of the Issuer's common stock outstanding, which include (i) 39,186,911 shares of common stock outstanding as of April 23, as reported by the Issuer to the Reporting Persons, and (ii) the 7,500,000 shares of common stock issuable to Dr. Herschkowitz as a penalty under the First Note Purchase Agreement, as more fully described in Item 3 below.

1	NAME OF REPORTING PERSON: JOSHUA KORNBERG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 300,000
	8	SHARED VOTING POWER 5,917,800
	9	SOLE DISPOSITIVE POWER 300,000
	10	SHARED DISPOSITIVE POWER 5,917,800
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,262,108	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.3%¹	
14	TYPE OF REPORTING PERSON IN	

¹ See Footnote 1.

1	NAME OF REPORTING PERSON: SOK PARTNERS LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): WC, OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION NEW JERSEY	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,917,800
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 5,917,800
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,262,108	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.3%¹	
14	TYPE OF REPORTING PERSON OO	

¹ See Footnote 1.

1	NAME OF REPORTING PERSON: ATLANTIC PARTNERS ALLIANCE LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY:	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS): 00	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION NEW YORK	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 5,917,800
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 5,917,800
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,262,108	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.3%¹	
14	TYPE OF REPORTING PERSON 00	

¹ See Footnote 1.

This Amendment No. 2 is filed by Samuel Herschkowitz, Joshua Kornberg, SOK Partners, LLC and Atlantic Partners Alliance LLC (collectively, the "Reporting Persons"), and amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission (the "SEC") on April 6, 2012, and Amendment No. 1 thereto filed with the SEC on April 17, 2012, by the Reporting Persons, with respect to the common stock, par value \$0.01 per share (the "Shares"), of BioDrain Medical, Inc., a Minnesota corporation (the "Issuer"). All references herein to the Statement or terms of similar import shall be deemed to refer to the Statement as amended and supplemented by Amendment No. 1 thereto and hereby.

Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Statement, and unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement.

The Reporting Persons previously entered into the Joint Filing Agreement, a copy of which was filed as Exhibit 99.1 to the Statement, and which is incorporated herein by reference thereto.

Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that they constitute a "group" as such term is used in Section 13(d)(1)(k) of the rules and regulations under the Act

Item 1. Security and Issuer.

Response unchanged.

Item 2. Identity and Background.

Response unchanged.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented as follows:

On April 21, 2012, Dr. Herschkowitz sent a letter to the Issuer notifying the Issuer of several events of default under the First Note. Pursuant to the First Note Purchase Agreement, the declaration of such events of default requires the Issuer to issue 7,500,000 Shares to Dr. Herschkowitz as a penalty (the "Penalty Shares"). Dr. Herschkowitz has in his possession a stock certificate evidencing the Penalty Shares registered in his name. In addition, on December 28, 2011, a stock certificate evidencing 1,546,667 Shares was issued in Dr. Herschkowitz's name. Such 1,546,667 Shares constitute an equity bonus under the First Note Purchase Agreement tied to the original \$225,000 outstanding principal amount under the First Note (the "First Equity Bonus"). All of the Shares included in the Penalty Shares and the First Equity Bonus were issued at a valuation of \$0.15 per Share.

Item 4. Purpose of Transaction.

Response unchanged.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(b) are hereby amended and replaced in their entirety as follows:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 19,262,108 Shares (including Shares issuable upon the conversion of the amounts outstanding under the First Note and the Grid Note), representing approximately 41.3% of the outstanding Shares (calculated based upon a total of 46,686,911 Shares outstanding, which include (i) 39,186,911 Shares outstanding as of April 23, as reported by the Issuer to the Reporting Persons, and (ii) the 7,500,000 Shares issuable to Dr. Herschkowitz as the Penalty Shares under the First Note Purchase Agreement,).

(b) Dr. Herschkowitz is the record holder of 9,352,000 Shares and the beneficial owner of the 3,692,308 Shares issuable upon the conversion of the outstanding principal amount under the First Note (as described in Item 3), and has sole voting power and sole dispositive power with respect to all of those Shares. Dr. Herschkowitz, by virtue of his relationship with SOK Partners, Atlantic Partners and Mr. Kornberg as described in Item 2, may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Act")) the 5,917,800 Shares which SOK Partners directly beneficially owns and the 300,000 Shares which Joshua Kornberg directly beneficially owns. Because he is one of the two members of Atlantic Partners, Dr. Herschkowitz may be deemed to have shared voting power and shared dispositive power with Mr. Kornberg with respect to the 5,917,800 Shares which SOK Partners directly beneficially owns.

Mr. Kornberg is the record holder of 300,000 Shares and has sole voting power and sole dispositive power with respect to all of those Shares. Mr. Kornberg, by virtue of his relationship to SOK Partners, Atlantic Partners and Dr. Herschkowitz as described in Item 2, may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 5,917,800 Shares which SOK Partners directly beneficially owns and the 13,044,308 Shares which Dr. Herschkowitz directly beneficially owns. Because he is one of the two members of Atlantic Partners, Mr. Kornberg may be deemed to have shared voting power and shared dispositive power with Dr. Herschkowitz with respect to the 5,917,800 Shares which SOK Partners directly beneficially owns.

SOK Partners is the record holder of 4,615,385 Shares and the beneficial owner of 1,302,415 Shares issuable upon the conversion of the outstanding principal amount under the Grid Note (as described in Item 3), and has sole voting power and sole dispositive power with respect to all of those Shares. SOK Partners, by virtue of its relationship to Dr. Herschkowitz and Mr. Kornberg as described in Item 2, may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 13,044,308 Shares which Dr. Herschkowitz directly beneficially owns and the 300,000 Shares which Mr. Kornberg directly beneficially owns.

Atlantic Partners is not the record holder of any Shares. By virtue of its being the sole member of SOK Partners, Atlantic Partners may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 5,917,800 Shares which SOK Partners directly beneficially owns. Because Dr. Herschkowitz and Dr. Kornberg are the two members of Atlantic Partners, Atlantic Partners may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 13,044,308 Shares which Dr. Herschkowitz directly beneficially owns and the 300,000 Shares which Mr. Kornberg directly beneficially owns.

As of the date hereof, none of the Reporting Persons own any Shares other than the Shares described in this Statement.

Item 5(c) is hereby amended and supplemented with the following:

On April 21, 2012, Dr. Herschkowitz sent a letter to the Issuer notifying the Issuer of several events of default under the First Note. Pursuant to the First Note Purchase Agreement, the declaration of such events of default requires the Issuer to issue the Penalty Shares to Dr. Herschkowitz as a penalty. Dr. Herschkowitz has in his possession a stock certificate evidencing the Penalty Shares registered in his name. In addition, on December 28, 2011, a stock certificate evidencing 1,546,667 Shares was issued in Dr. Herschkowitz's name. Such 1,546,667 Shares constitute the First Equity Bonus tied to the original \$225,000 outstanding principal amount under the First Note. All of the Shares included in the Penalty Shares and the First Equity Bonus were issued at a valuation of \$0.15 per Share.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Response unchanged.

Item 7. Material to be Filed as Exhibits.

Response unchanged.

SIGNATURES

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

Dated: April 24, 2012

SAMUEL HERSCHKOWITZ

/s/ Samuel Herschkowitz
Samuel Herschkowitz

JOSHUA KORNBERG

/s/ Joshua Kornberg
Joshua Kornberg

SOK PARTNERS LLC

By: Atlantic Partners Alliance LLC, its sole member

By: /s/ Samuel Herschkowitz
Name: Samuel Herschkowitz
Title: President

ATLANTIC PARTNERS ALLIANCE LLC

By: /s/ Samuel Herschkowitz
Name: Samuel Herschkowitz
Title: President
