

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

**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)

**August 13, 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).

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1	NAME OF REPORTING PERSON: <b>SAMUEL HERSCHKOWITZ</b>	
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): <b>PF, OO</b>	
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 <b>UNITED STATES</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>13,526,458</b>
	8	SHARED VOTING POWER <b>15,067,461</b>
	9	SOLE DISPOSITIVE POWER <b>13,526,458</b>
	10	SHARED DISPOSITIVE POWER <b>15,067,461</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>34,893,919</b>	
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) <b>41.9%<sup>1</sup></b>	
14	TYPE OF REPORTING PERSON <b>IN</b>	

<sup>1</sup>Calculated based upon 83,327,257 shares of the Issuer's common stock outstanding, which include (i) 67,316,108 shares of common stock outstanding as of August 13, 2012, as reported by the Issuer in its Form 10-Q filed on August 14, 2012, (ii) the 4,174,458 shares of common stock issuable upon the conversion of the current outstanding principal amount and accrued interest under the First Note, as more fully described in Item 3 below, (iii) the 5,836,691 shares of common stock issuable upon conversion of the current outstanding principal amount and accrued interest under the Grid Note, as more fully described in Item 3 below, and (iv) the 6,000,000 shares of common stock issuable upon the exercise of Mr. Kornberg's options granted under the CEO Employment Agreement, as more fully described in Item 3 below.

<b>1</b>	NAME OF REPORTING PERSON: <b>JOSHUA KORNBERG</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
<b>3</b>	SEC USE ONLY:	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS): <b>OO</b>	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION <b>UNITED STATES</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER <b>6,300,000</b>
	<b>8</b>	SHARED VOTING POWER <b>15,067,461</b>
	<b>9</b>	SOLE DISPOSITIVE POWER <b>6,300,000</b>
	<b>10</b>	SHARED DISPOSITIVE POWER <b>15,067,461</b>
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>34,893,919</b>	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <b>41.9%<sup>2</sup></b>	
<b>14</b>	TYPE OF REPORTING PERSON <b>IN</b>	

<sup>2</sup> See Footnote 1.

1	NAME OF REPORTING PERSON: <b>SOK PARTNERS LLC</b>	
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): <b>WC, OO</b>	
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 <b>NEW JERSEY</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER <b>15,067,461</b>
	8	SHARED VOTING POWER <b>0</b>
	9	SOLE DISPOSITIVE POWER <b>15,067,461</b>
	10	SHARED DISPOSITIVE POWER <b>0</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON <b>34,893,919</b>	
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) <b>41.9%<sup>3</sup></b>	
14	TYPE OF REPORTING PERSON <b>OO</b>	

<sup>3</sup> See Footnote 1.

1	NAME OF REPORTING PERSON:  <b>ATLANTIC PARTNERS ALLIANCE LLC</b>	
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):  <b>OO</b>	
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  <b>NEW YORK</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  <b>0</b>
	8	SHARED VOTING POWER  <b>15,067,461</b>
	9	SOLE DISPOSITIVE POWER  <b>0</b>
	10	SHARED DISPOSITIVE POWER  <b>15,067,461</b>
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  <b>34,893,919</b>	
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)  <b>41.9%<sup>4</sup></b>	
14	TYPE OF REPORTING PERSON  <b>OO</b>	

<sup>4</sup> See Footnote 1.

This Amendment No. 5 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 by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on April 6, 2012, Amendment No. 1 thereto filed with the SEC on April 17, 2012, Amendment No. 2 thereto filed with the SEC on April 24, 2012, Amendment No. 3 thereto filed with the SEC on May 17, 2012, and Amendment No. 4 thereto filed with the SEC on June 7, 2012, 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, Amendment No. 2 thereto, Amendment No. 3 thereto, Amendment No. 4 thereto, and hereby.

Except as specifically provided herein, this Amendment No. 5 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 amended and replaced in its entirety as follows:

Mr. Kornberg was issued 300,000 Shares on or about March 9, 2012 pursuant to a Letter Agreement, dated as of March 13, 2012, between Mr. Kornberg and the Issuer (the "March 13 Letter Agreement"), as compensation for services rendered to the Issuer. On August 13, 2012, Mr. Kornberg and the Issuer entered into an Employment Agreement (the "CEO Employment Agreement") pursuant to which Mr. Kornberg was granted options to purchase 6,000,000 Shares at an exercise price of \$0.08 per Share. Such options were fully vested upon the grant date and expire ten years following such grant date. Mr. Kornberg may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 6,000,000 Shares issuable upon exercise of such options.

Pursuant to the terms of an Amended and Restated Note Purchase Agreement, dated as of December 20, 2011, between Dr. Herschkowitz and the Issuer (the "First Note Purchase Agreement"), in exchange for a loan in cash in the amount of \$240,000 from Dr. Herschkowitz to the Issuer, the Issuer issued to Dr. Herschkowitz a Convertible Promissory Note (the "First Note"), dated December 20, 2011, in the original principal amount of \$240,000. The First Note is convertible, in part or in full and at any time during which the First Note remains outstanding, into a number of Shares equal to the outstanding principal amount of the First Note divided by \$0.065 per Share, subject to adjustment for certain events.

As long as any amount payable under the First Note remains outstanding, Dr. Herschkowitz or his designee is entitled to appoint a special advisor to the Issuer's board of directors, who will be appointed as a member of the Board upon request. Pursuant to this authority, Josh Kornberg was appointed to the Board on March 9, 2012. Under the First Note Purchase Agreement, Dr. Herschkowitz may be entitled to receive additional Shares as compensation for the attendance by his nominee at board of directors meetings, should he elect to receive such compensation in Shares in lieu of cash.

Pursuant to the First Note Purchase Agreement, the Issuer has issued to Dr. Herschkowitz an equity bonus consisting of 1,600,000 Shares, and is required to register such Shares under the Securities Act of 1933, as amended, under an effective registration statement on Form S-1 by March 15, 2012, but such registration has not yet occurred. An additional 7,500,000 were issued to Dr. Herschkowitz as a penalty upon the occurrence of an event of default under the First Note.

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As of the date hereof, the outstanding principal amount under the First Note is convertible into 3,692,308 Shares. Dr. Herschkowitz used available personal funds to acquire the First Note from the Issuer. In addition, the accrued interest under the First Note of \$31,339.73 as of the date hereof is convertible into 482,150 Shares.

Pursuant to the terms of a Note Purchase Agreement, dated as of March 28, 2012, between SOK Partners LLC (“SOK Partners”) and the Issuer (the “SOK Note Purchase Agreement”), in exchange for a loan in cash of up to \$600,000 from SOK Partners to the Issuer, the Issuer issued to SOK Partners a Convertible Promissory Grid Note (the “Grid Note”), dated March 28, 2012, in the original principal amount of up to \$600,000. The Grid Note is convertible, in part or in full and at any time during which the Grid Note remains outstanding, into a number of Shares equal to the outstanding principal amount of the Grid Note divided by \$0.065, subject to adjustment for certain events.

As of the date hereof, the outstanding principal amount under the Grid Note is \$357,282 and is convertible into 5,496,646 Shares. In addition, the accrued interest under the Grid Note of \$22,102.95 as of the date hereof is convertible into 340,045 Shares. SOK Partners used its working capital to acquire the Grid Note from the Issuer.

As long as any amount payable under the Grid Note remains outstanding, SOK Partners or its designee is entitled to appoint a special advisor to the Issuer’s board of directors, who will be appointed as a member of the board upon request. In addition, the Issuer is required to issue two installments of an equity bonus to SOK Partners in the form of Shares valued at the rate of \$0.065 per Share. The Issuer has issued to SOK Partners such two installments, in each case consisting of 4,615,385 Shares per installment.

Until the maturity date of the Grid Note, if the Issuer obtains financing from any other source without the consent of SOK Partners, then the Issuer is required to issue additional bonus equity with an aggregate value of \$600,000 (assuming a value per Share of \$0.065) less the aggregate advances under the Grid Note made prior to such time.

The foregoing descriptions of the March 13 Letter Agreement, the First Note Purchase Agreement, the First Note, the SOK Note Purchase Agreement and the Grid Note do not purport to be complete and are qualified in their entirety by reference to such agreements. A copy of the March 13 Letter Agreement, listed in Exhibit 99.2 hereto, is incorporated herein by reference. The First Note Purchase Agreement and form of First Note, listed in Exhibit 99.3 hereto, is incorporated by reference into Exhibit 10.24 to the Issuer’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on April 3, 2012. A copy of the SOK Note Purchase Agreement and the form of Grid Note, listed as Exhibit 99.4 hereto, is incorporated by reference into Exhibit 10.23 to the Issuer’s Current Report on Form 8-K filed with the SEC on April 3, 2012.

**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 (as such term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Act”)), in the aggregate, 34,893,919 Shares (including Shares issuable upon the conversion of the amounts outstanding under the First Note and the Grid Note), representing approximately 41.9% of the outstanding Shares (calculated based upon 83,327,257 Shares outstanding, which include (i) 67,316,108 Shares outstanding as of August 13, 2012, as reported by the Issuer in its Form 10-Q filed on August 14, 2012, (ii) the 4,174,458 Shares issuable upon the conversion of the current outstanding principal amount and accrued interest under the First Note, as more fully described in Item 3 below, (iii) the 5,836,691 Shares issuable upon conversion of the current outstanding principal amount and accrued interest under the Grid Note, as more fully described in Item 3 below, and (iv) the 6,000,000 Shares issuable upon the exercise of Mr. Kornberg’s options granted under the CEO Employment Agreement, as more fully described in Item 3 below).

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(b) Dr. Herschkowitz is the record holder of 9,352,000 Shares, may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 4,174,458 Shares issuable upon the conversion of the aggregate outstanding principal amount and accrued interest of \$271,339.73 under the First Note (as described in Item 3), and has sole voting power and sole dispositive power with respect to all of such 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 Act) the 9,230,770 Shares which SOK Partners directly beneficially owns, the 5,836,691 Shares issuable to SOK Partners upon the conversion of the currently aggregate outstanding principal amount and accrued interest of \$379,384.95 under the Grid Note (as described in Item 3), the 300,000 Shares which Joshua Kornberg directly beneficially owns, and the 6,000,000 Shares issuable to Mr. Kornberg upon the exercise of options granted under the CEO Employment Agreement, which Mr. Kornberg may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act). 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 9,230,770 Shares which SOK Partners directly beneficially owns and the 5,836,691 Shares issuable to SOK Partners upon the conversion of the aggregate outstanding principal amount and accrued interest of \$379,384.95 under the Grid Note (as described in Item 3).

Mr. Kornberg is the record holder of 300,000 Shares and has sole voting power and sole dispositive power with respect to all of such Shares. Mr. Kornberg may also be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 6,000,000 Shares issuable upon the exercise of Mr. Kornberg's stock options granted under the CEO Employment Agreement. Mr. Kornberg, by virtue of his relationship with 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 9,230,770 Shares which SOK Partners directly beneficially owns, the 5,836,691 Shares issuable to SOK Partners upon the conversion of the aggregate outstanding principal amount and accrued interest of \$379,384.95 under the Grid Note (as described in Item 3), the 9,352,000 Shares which Dr. Herschkowitz directly beneficially owns, and the 4,174,458 Shares issuable to Dr. Herschkowitz upon the conversion of the aggregate outstanding principal amount and accrued interest of \$271,339.73 under the First Note (as described in Item 3). 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 9,230,770 Shares which SOK Partners directly beneficially owns and the 5,836,691 Shares issuable to SOK Partners upon the conversion of the aggregate outstanding principal amount and accrued interest of \$379,384.95 under the Grid Note (as described in Item 3).

SOK Partners is the record holder of 9,230,770 Shares, may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act) the 5,836,691 Shares issuable to SOK Partners upon the conversion of the aggregate outstanding principal amount and accrued interest of \$379,384.95 under the Grid Note (as described in Item 3), and has sole voting power and sole dispositive power with respect to all of such Shares. SOK Partners, by virtue of its relationship with 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 9,352,000 Shares which Dr. Herschkowitz directly beneficially owns, the 4,174,458 Shares issuable to Dr. Herschkowitz upon the conversion of the aggregate outstanding principal amount and accrued interest of \$271,339.73 under the First Note (as described in Item 3), the 300,000 Shares which Mr. Kornberg directly beneficially owns, and the 6,000,000 Shares issuable to Mr. Kornberg upon the exercise of options granted under the CEO Employment Agreement, which Mr. Kornberg may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act).

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 9,230,770 Shares which SOK Partners directly beneficially owns and the 5,836,691 Shares issuable to SOK Partners upon the conversion of the aggregate outstanding principal amount and accrued interest of \$379,384.95 under Grid Note (as described in Item 3). 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 9,352,000 Shares which Dr. Herschkowitz directly beneficially owns, the 4,174,458 Shares issuable to Dr. Herschkowitz upon the conversion of the aggregate outstanding principal amount and accrued interest of \$271,339.73 under the First Note (as described in Item 3), the 300,000 Shares which Mr. Kornberg directly beneficially owns, and the 6,000,000 Shares issuable to Mr. Kornberg upon the exercise of options granted under the CEO Employment Agreement, which Mr. Kornberg may be deemed to beneficially own (as such term is defined in Rule 13d-3 under the Act).

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

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

Item 6 is hereby amended and supplemented with the following:

On August 13, 2012, Mr. Kornberg and the Issuer entered into the CEO Employment Agreement, pursuant to which Mr. Kornberg was granted options to purchase 6,000,000 Shares at an exercise price of \$0.08 per Share. Such options were fully vested upon the grant date and expire ten years following such grant date. Under the CEO Employment Agreement, Mr. Kornberg will also receive annual equity incentive grants (stock options, restricted stock or other stock-based awards) with respect to each calendar year ending during the term. The target aggregate grant date fair value of each annual grant will be 200% of his base salary, subject to increase. Each annual grant will vest in the amounts of 50%, 25% and 25% on the first, second and third anniversaries of the grant date, respectively.

**Item 7.** Material to be Filed as Exhibits.

Response unchanged.

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**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: August 15, 2012

**SAMUEL HERSCHKOWITZ**

/s/ Samuel Herschkowitz  
Samuel Herschkowitz

**JOSHUA KORNBERG**

/s/ Joshua Kornberga  
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

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