

ZIOPHARM ONCOLOGY INC
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G

**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(b)

**Under the Securities Exchange Act of 1934
(Amendment No. 2)(1)**

ZIOPHARM Oncology, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

98973P101

(CUSIP Number)

December 31, 2007

(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)

(1)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.

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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).

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CUSIP No. 98973P1901

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David M. Knott
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
592,490
6. Shared Voting Power
28,560
7. Sole Dispositive Power
627,400
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
627,400
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.0%
12. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 98973P101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Dorset Management Corporation 11-2873658
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States of America
5. Sole Voting Power
592,490
6. Shared Voting Power
28,560
7. Sole Dispositive Power
627,400
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
627,400
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
3.0%
12. Type of Reporting Person (See Instructions)
CO

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Item 1.

- (a) Name of Issuer
ZIOPHARM Oncology, Inc.
- (b) Address of Issuer's Principal Executive Offices
1180 Avenue of the Americas, 19th Floor

New York, NY 10036

Item 2.

- (a) Name of Person Filing
David M. Knott; Dorset Management Corporation
- (b) Address of Principal Business Office or, if none, Residence
485 Underhill Boulevard, Suite 205

Syosset, New York 11791
- (c) Citizenship
David M. Knott - United States of America;
- (d) Title of Class of Securities
Dorset Management Corporation - New York
Common Stock, \$0.001 Par Value
- (e) CUSIP Number
98973P101

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (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 §240.13d-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 associations 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 of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership

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

- (a) Amount beneficially owned:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
 - (iii) Sole power to dispose or to direct the disposition of
 - (iv) Shared power to dispose or to direct the disposition of
- (b) Percent of class:
- (c) Number of shares as to which the person has:

David M. Knott; Dorset Management Corporation

See Rows 5 through 9 and 11 on pages 2 and 3.

As of the date of this filing, each Reporting Person may be deemed to be the beneficial owner of the number of currently exercisable warrants (the Warrants) for the purchase of the number of shares of Common Stock of the Company, set forth on Row 9 of the corresponding Cover Page of this Schedule 13G for such Reporting Person. Each Warrant entitles the holder to purchase one share of the Company's Common Stock at a price of \$5.56. Each Warrant will expire on May 3, 2011, or earlier upon redemption.

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 five percent of the class of securities, check the following .

This statement is being filed to report the fact that as of the date hereof the following Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, as reported on Rows 5 through 9 and 11 on pages 2-3: David M. Knott and Dorset Management Corporation

Item 6. Ownership of More than Five Percent on Behalf of Another Person
N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
N/A

Item 8. Identification and Classification of Members of the Group
N/A

Item 9. Notice of Dissolution of Group
N/A

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2008
Date

/s/ David M. Knott
Signature

DORSET MANAGEMENT CORPORATION

By: /s/ David M. Knott
David M. Knott, President