

BOND LABORATORIES, INC.
Form 4
February 15, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vicis Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
BOND LABORATORIES, INC.
[BNLB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
445 PARK AVENUE, SUITE 1901
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2010

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/15/2010		J ⁽⁴⁾ (5)		4,640,000	A	⁽⁴⁾ / ₍₅₎ 25,213,559	I ⁽¹⁾	By Vicis Capital Master Fund
10% Cumulative Perpetual Series B Preferred Stock	11/15/2010		J ⁽⁴⁾ (5)		116	D	⁽⁴⁾ / ₍₅₎ 79	I ⁽¹⁾	By Vicis Capital Master Fund

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	
Series C Convertible Pref. Stock, \$.01 par value per share	<u>(4)</u> <u>(5)</u>	11/15/2010		<u>P(4)(5)</u>		125		<u>(2)</u>	<u>(3)</u>	Common Stock
Warrant to Purchase Common Stock	\$ 0.3	11/15/2010		<u>P(4)(5)</u>		2,500,000		<u>(2)</u>	11/15/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vicis Capital, LLC 445 PARK AVENUE, SUITE 1901 NEW YORK, NY 10022		X		
Vicis Capital Master Fund 445 PARK AVENUE, SUITE 1901 NEW YORK, NY 10022		X		

Signatures

/s/ Andrew Comito, Compliance Officer, Vicis Capital LLC 02/14/2011
 **Signature of Reporting Person Date

/s/ Andrew Comito, Authorized Representative, Vicis Capital Master Fund 02/14/2011
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the indirect holdings of Vicis Capital LLC. All of the foregoing represents securities held directly by Vicis Capital Master Fund. Vicis Capital LLC acts as investment advisor to Vicis Capital Master Fund and therefore has voting and dispositive power over all the foregoing shares. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Vicis Capital LLC may be deemed to be the beneficial owner of, but hereby disclaims such beneficial ownership of, the foregoing shares.

(1) Immediately.

(2) None.

On November 15, 2010, Vicis Capital Master Fund entered into an Exchange Agreement with the Issuer. Pursuant to the Agreement, the Fund exchanged 116 shares of the Issuer's 10% Cumulative Perpetual Series B Preferred Stock for 4,640,000 shares of the Issuer's Common Stock.

On September 24, 2010 and November 4, 2010, the Fund deposited \$1,000,000 and \$250,000, respectively, into an escrow account. On November 5, 2010, \$100,000 was released from the escrow account to the Issuer, and on November 15, 2010, the remaining \$1,150,000 was released from the escrow account to the Issuer. In consideration of the \$1,250,000 provided by the Fund to the Issuer, the Fund received 125 shares of the Issuer's Series C Convertible Preferred Stock and a warrant to purchase 2,500,000 shares of the Issuer's Common Stock. Each share of the Series C Convertible Preferred Stock currently converts on a 1-for-40,000 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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