

ROTHSCHILD JONATHAN E  
Form SC 13D/A  
February 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**ImmuCell Corporation**

**(Name of Issuer)**

**Common Stock, par value \$0.10 per share**

**(Title of Class of Securities)**

**452525306**

**(CUSIP Number)**

**Jonathan E. Rothschild**

**c/o ImmuCell Corporation**

**56 Evergreen Drive**

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Portland, ME 04103

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

February 3, 2009

(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 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) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Jonathan E. Rothschild

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

(3) SEC Use Only

(4) Source of Funds (See Instructions)

P F

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

USA

(7) Sole Voting Power

Number of

Shares 437,127  
(8) Shared Voting Power

Beneficially

Owned by n/a  
Each (9) Sole Dispositive Power

Reporting

Person 437,127  
(10) Shared Dispositive Power  
With

n/a

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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437,127

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

15.1%

(14) Type of Reporting Person (See Instructions)

I N

(1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Arterio, Inc.

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

(3) SEC Use Only

(4) Source of Funds (See Instructions)

W C

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization

USA

(7) Sole Voting Power

Number of

Shares 208,391  
(8) Shared Voting Power

Beneficially

Owned by n/a  
Each (9) Sole Dispositive Power

Reporting

Person 208,391  
(10) Shared Dispositive Power  
With

n/a

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

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208,391

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)

7.2%

(14) Type of Reporting Person (See Instructions)

C O

**Item 1. Security and Issuer.**

Common stock, par value \$0.10 per share

ImmuCell Corporation

56 Evergreen Drive

Portland, ME 04103

**Item 2. Identity and Background.**

a) Jonathan E. Rothschild

b) c/o ImmuCell Corporation

56 Evergreen Drive

Portland, ME 04103

c) Outside Director of ImmuCell Corporation

d) This person has not been convicted in a criminal proceeding during the last five years

e) This person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years.

f) USA

a) Arterio, Inc.

b) 1061 B. Shary Circle

Concord, CA 94518

c) A corporation owned solely by Mr. Jonathan E. Rothschild. Mr. Rothschild is president of Arterio, Inc.

d) This person has not been convicted in a criminal proceeding during the last five years

e) This person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction during the last five years.

f) USA

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

The source of the \$1,163,190 used to acquire the 437,127 shares of common stock is personal funds of the reporting person. The source of the \$555,318 used to acquire the 208,391 shares of common stock by Arterio, Inc. is working capital of Arterio, Inc.

**Item 4. Purpose of Transaction.**

The purpose of the acquisition is personal investment.

**Item 5. Interest in Securities of the Issuer.**

The 437,127 shares, which represents 15.1% of the outstanding common stock, include 208,391 shares held by Arterio, Inc., a corporation owned solely by Mr. Rothschild. The 208,391 shares held by Arterio, Inc. represent 7.2% of the outstanding common stock.



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

n/a

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

n/a

This Schedule 13D Amendment No. 1 is being filed to include the cover page for the shares held by Arterio, Inc. a corporation owned solely by Mr. Rothschild. Mr. Rothschild and Arterio, Inc. are reporting as one group. This Schedule 13D Amendment No. 1 also corrects the break-out of shares held between Mr. Rothschild and Arterio, Inc. while having no effect on the total shares held by the group.

**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 and correct.

Dated as of February 3, 2009

/s/ Jonathan E. Rothschild  
Name: Jonathan E. Rothschild  
Title: Director