

GENTA INC DE/  
Form SC 13G/A  
February 12, 2010

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(AMENDMENT No. 1)\***

**Genta Incorporated**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**37245M504**

(CUSIP Number)

**December 31, 2009**

(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)

\*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.

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).

CUSIP No. 37245M504

**13G**

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**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CAT TRAIL PRIVATE EQUITY FUND, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

VIRGINIA

**5** SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
**6** BENEFICIALLY SHARED VOTING POWER  
OWNED BY 21,128,048  
EACH REPORTING  
PERSON WITH

**7** SOLE DISPOSITIVE POWER  
0

**8** SHARED DISPOSITIVE POWER  
21,128,048

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,128,048

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.0% (with rounding; actual amount slightly less than 10.0%)

**12** TYPE OF REPORTING PERSON

OO

CUSIP No. 37245M504

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**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Dekker

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH REPORTING  
PERSON WITH

**5** SOLE VOTING POWER  
0

**6** SHARED VOTING POWER  
21,128,048

**7** SOLE DISPOSITIVE POWER  
0

**8** SHARED DISPOSITIVE POWER  
21,128,048

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,128,048

**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.0% (with rounding; actual amount slightly less than 10.0%)

**12** TYPE OF REPORTING PERSON

IN

**Item 1(a). Name of Issuer:**

Genta Incorporated, a Delaware corporation (the Issuer )

**Item 1(b). Address of Issuer's Principal Executive Offices:**

200 Connell Drive, Berkeley Heights, NJ 07922

**Item 2(a). Name of Person Filing:**

This Statement on Schedule 13G (this Statement ) is filed by Cat Trail Private Equity Fund, LLC ( Cat Trail Private Equity ) and David Dekker, the managing member of Cat Trail Private Equity.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

8 Wells Hill Road, Weston, CT 06883

**Item 2(c). Citizenship:**

Cat Trail Private Equity is a Virginia limited liability company. Mr. Dekker is a United States citizen.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.001 per share (the Common Stock )

**Item 2(e). CUSIP Number:**

37245M504

**Item 3.**

Not applicable.

**Item 4. Ownership.**

(a) Amount Beneficially Owned:

Cat Trail Private Equity. As of January 4, 2010, Cat Trail Private Equity was the beneficial owner of 21,128,048 shares of Common Stock, comprised of (i) 2,176,662 shares of Common Stock, (ii) 7,855,716 shares of Common Stock issuable upon conversion or exercise of the April 2012 Notes and/or Warrants referred to below, and (iii) 11,095,670 shares of Common Stock issuable upon conversion of the July 2011 Notes and/or September 2011 Notes referred to below. Cat Trail Private Equity shares voting and dispositive power over such shares with David Dekker.

As of January 4, 2010, Cat Trail Private Equity held \$465,000 face amount of the Issuer's 8% Senior Secured Convertible Promissory Notes due April 2012 (the April 2012 Notes ). Cat Trail Private Equity also has the right, pursuant to a Securities Purchase Agreement dated April 2, 2009 (the April 2009 SPA ), to purchase an additional \$450,000 face amount of the April 2012 Notes. In addition, Cat Trail Private Equity has the right, pursuant to a Consent Agreement dated April 2, 2009, and amended on May 22, 2009 and July 7, 2009, to purchase \$1,556,250 face amount of the April 2012 Notes. The April 2012 Notes can only be converted to the extent that, after such conversion, the Reporting Persons would beneficially own no more than 4.999% of the Issuer's Common Stock.

As of January 4, 2010, Cat Trail Private Equity held a warrant to purchase 1,125,000 shares of the Issuer's Common Stock at an exercise

price of \$0.50 per share (the April 2009 Warrant ) a warrant to purchase 405,000 shares of the Issuer's Common Stock at an exercise price of \$1.00 per share (the July 2009 Warrant ) and a warrant to purchase 2,291,608 shares of the Issuer's Common Stock at an exercise price of \$1.00 per share (the September 2009 Warrant ). Cat Trail Private Equity also has the right, pursuant to the April 2009 SPA, to acquire an additional warrant to purchase 1,125,000 shares of the Issuer's Common Stock at an exercise price of \$0.50 per share (the Additional Warrant ) and, together with the April 2009 Warrant, the July 2009 Warrant and the September 2009 Warrant, the Warrants ) in the event it exercises its right to purchase an additional \$450,000 face amount of the April 2012 Notes pursuant to the terms of the April 2009 SPA. The April 2009 Warrant and July 2009 Warrant are currently exercisable but only to the extent that, after such exercise, the Reporting Persons would beneficially own no more than 4.999% of the Issuer's Common Stock. The September 2009 Warrant is not exercisable until March 4, 2010, and then is only exercisable to the extent that, after such exercise, the Reporting Persons would beneficially own no more than 4.999% of the Issuer's Common Stock. If acquired, the Additional Warrant will not be exercisable for six months following the date of issuance, and then will only be exercisable to the extent that, after such exercise, the Reporting Persons would beneficially own no more than 4.999% of the Issuer's Common Stock.

As of January 4, 2010, Cat Trail Private Equity held \$168,480 face amount of the Issuer's 8% Unsecured Subordinated Convertible Promissory Notes due July 2011 (the July 2011 Notes ) and \$941,087 face amount of the Issuer's 8% Unsecured Subordinated Convertible Promissory Notes due September 2011 (the September 2011 Notes ). The July 2011 Notes and September 2011 Notes can only be converted to the extent that, after such conversion, the Reporting Persons would beneficially own no more than 9.999% of the Issuer's Common Stock.

David Dekker. David Dekker, as the managing member of Cat Trail Private Equity, may be deemed to beneficially own the 21,128,048 shares held or acquirable by Cat Trail Private Equity. Mr. Dekker shares voting and dispositive power over such shares with Cat Trail Private Equity.

Mr. Dekker disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest therein.

(b) Percent of Class:

Cat Trail Private Equity	10.0% (with rounding)
David Dekker	10.0% (with rounding)

The percentages set forth above are calculated based upon 192,831,989 shares of Common Stock issued and outstanding on December 31, 2009. The number of issued and outstanding shares on such date was provided by the Issuer.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Cat Trail Private Equity	0 shares
David Dekker	0 shares

(ii) shared power to vote or to direct the vote:

Cat Trail Private Equity	21,128,048 shares
David Dekker	21,128,048 shares

(iii) sole power to dispose or to direct the disposition of:

Cat Trail Private Equity	0 shares
David Dekker	0 shares

(iv) shared power to dispose or to direct the disposition of:

Cat Trail Private Equity	21,128,048 shares
David Dekker	21,128,048 shares

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

**Exhibits:**

Exhibit A - Joint Filing Agreement, dated September 14, 2009.

**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.

Dated: February 11, 2010

CAT TRAIL PRIVATE EQUITY FUND, LLC

By: /s/ David Dekker

David Dekker, Managing Member

/s/ David Dekker

David Dekker

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.001 par value, of Genta Incorporated and further agree to the filing of this agreement as an exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Dated: September 14, 2009

CAT TRAIL PRIVATE EQUITY FUND, LLC

By: /s/ David Dekker

David Dekker, Managing Member

/s/ David Dekker

David Dekker

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