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ALFACELL CORP  
Form 8-K  
December 22, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 20, 2006

ALFACELL CORPORATION  
(Exact name of registrant as specified in its charter)

0-11088  
(Commission File Number)

Delaware  
(State or other jurisdiction of incorporation)

22-2369085  
(I.R.S. Employer Identification No.)

225 Belleville Avenue, Bloomfield, New Jersey 07003  
(Address of principal executive offices, with zip code)

(973) 748-8082  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 8.01 OTHER EVENTS.

On December 20, 2006, Alfacell Corporation (the "Company") issued a press release announcing that it has entered into an exclusive licensing and distribution agreement with GENESIS Pharma S.A., for the commercialization of its lead drug candidate, ONCONASE(R) (ranpirnase) for the treatment of

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unresectable malignant mesothelioma ("UMM"). A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

On December 21, 2006, the Company issued a press release announcing that it has filed an application with the U.S. Food and Drug Administration (FDA) to obtain orphan designation for ONCONASE(R) for the treatment of patients with UMM. A copy of the press release is filed as Exhibit 99.2 hereto and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

99.1 Press release of Alfacell Corporation dated December 20, 2006.

99.2 Press release of Alfacell Corporation dated December 21, 2006.

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALFACELL CORPORATION

Date: December 21, 2006

By: /s/ Robert D. Love  
Robert D. Love  
Chief Financial Officer

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