

KNIGHT SECURITIES L P
Form SC 13G/A
March 06, 2007

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

SCHEDULE 13G

Amendment 1

Under the Securities Exchange Act of 1934

TECHLABS, Inc.

(Name of Issuer)

Common Stock, .001 Par

(Title of Class of Securities)

87833L301

(CUSIP Number)

February 28, 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)

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* 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. 87833L301

SCHEDULE 13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

Knight Equity Markets, L.P., formerly Knight Securities, L.P.

22-3660471

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a) ..
- (b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 63,467

6. SHARED VOTING POWER

BENEFICIALLY

Not applicable

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

63,467

8. SHARED DISPOSITIVE POWER

REPORTING

Not applicable

PERSON

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,467

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

SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.78% based on 10-QSB dated September 30, 2006

12. TYPE OF REPORTING PERSON*

BD

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- ITEM 1. (a) Name of Issuer
TECHLABS,Inc.
- ITEM 1. (b) Address of Issuer s Principal Executive Offices
8905 Kingston Pike, Suite 307, Knoxville, TN 37923
- ITEM 2. (a) Names of Persons Filing
Knight Equity Markets, L.P., formerly Knight Securities, L.P.
- ITEM 2. (b) Address of principal business office
545 Washington Blvd., 3rd Floor

Jersey City, NJ 07310
- ITEM 2. (c) Citizenship
Delaware
- ITEM 2. (d) Title of Class of Securities
Common Stock
- ITEM 2. (e) CUSIP Number
N/A
- ITEM 3. If this statement is filed pursuant to Rules 13d-1(b), or 13(d)-2(b), check whether the person filing it is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

ITEM 4. Ownership

- (a) Amount beneficially owned

63,467

- (b) Percent of class

7.78%

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

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

63,467

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

Not applicable

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

63,467

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

Not applicable

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.

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.

Date: March 2, 2007

Knight Equity Markets, L.P.

By: /s/ Michael Corrao
Michael Corrao
Director of Compliance