

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

OMB APPROVAL
OMB Number:3235-0145
Expires: February 28, 2009
Estimated average burden hours per response... 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934

MELA Sciences, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

55277R100

(CUSIP Number)

December 31, 2010

(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 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 (the "Act") or otherwise subject to the liabilities of that section of the act but shall be subject to all other provisions of the Act.

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) BAM Opportunity Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Delaware, U.S.A.
	Number of Shares Beneficially Owned by Each Reporting Person With
5	Sole Voting Power 0
6	Shared Voting Power 1,511,520 Refer to Item 4 below.
7	Sole Dispositive Power 0
8	Shared Dispositive Power 1,511,520 Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,511,520
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 5.99%
12	Type of Reporting Person (See Instructions) PN

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) BAM Total Return Master Fund, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Cayman Islands
	Number of Shares Beneficially Owned by Each Reporting Person With
5	Sole Voting Power 0
6	Shared Voting Power 0 Refer to Item 4 below.
7	Sole Dispositive Power 0
8	Shared Dispositive Power 0 Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.00%
12	Type of Reporting Person (See Instructions) OO

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) BAM Capital, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Delaware, U.S.A.
	Number of Shares Beneficially Owned by Each Reporting Person With
	5 Sole Voting Power 0
	6 Shared Voting Power 1,511,520 Refer to Item 4 below.
	7 Sole Dispositive Power 0
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11	Percent of Class Represented by Amount in Row (9) 5.99%
12	Type of Reporting Person (See Instructions) OO

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) BAM Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Delaware, U.S.A.
	Number of Shares Beneficially Owned by Each Reporting Person With
	5 Sole Voting Power 0
	6 Shared Voting Power 1,511,520 Refer to Item 4 below.
	7 Sole Dispositive Power 0
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10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 5.99%
12	Type of Reporting Person (See Instructions) OO

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) BAM Offshore Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. Delaware, U.S.A.
	Number of Shares Beneficially Owned by Each Reporting Person With
5	Sole Voting Power 0
6	Shared Voting Power 0 Refer to Item 4 below.
7	Sole Dispositive Power 0
8	Shared Dispositive Power 0 Refer to Item 4 below.
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.00%
12	Type of Reporting Person (See Instructions) OO

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Ross Berman										
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>										
3	SEC Use Only										
4	Citizenship or Place of Organization. United States of America										
	<table border="0"> <tr> <td style="text-align: center;">Number of Shares Beneficially Owned by Each Reporting Person With</td> <td style="vertical-align: top;"> <table border="0"> <tr> <td>5</td> <td>Sole Voting Power 0</td> </tr> <tr> <td>6</td> <td>Shared Voting Power 1,511,520 Refer to Item 4 below.</td> </tr> <tr> <td>7</td> <td>Sole Dispositive Power 0</td> </tr> <tr> <td>8</td> <td>Shared Dispositive Power 1,511,520 Refer to Item 4 below.</td> </tr> </table> </td> </tr> </table>	Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td>5</td> <td>Sole Voting Power 0</td> </tr> <tr> <td>6</td> <td>Shared Voting Power 1,511,520 Refer to Item 4 below.</td> </tr> <tr> <td>7</td> <td>Sole Dispositive Power 0</td> </tr> <tr> <td>8</td> <td>Shared Dispositive Power 1,511,520 Refer to Item 4 below.</td> </tr> </table>	5	Sole Voting Power 0	6	Shared Voting Power 1,511,520 Refer to Item 4 below.	7	Sole Dispositive Power 0	8	Shared Dispositive Power 1,511,520 Refer to Item 4 below.
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11	Percent of Class Represented by Amount in Row (9) 5.99%										
12	Type of Reporting Person (See Instructions) IN										

1	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Hal Mintz
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC Use Only
4	Citizenship or Place of Organization. United States of America
	Number of Shares Beneficially Owned by Each Reporting Person With
5	Sole Voting Power 0
6	Shared Voting Power 1,511,520 Refer to Item 4 below.
7	Sole Dispositive Power 0
8	Shared Dispositive Power 1,511,520 Refer to Item 4 below.
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10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 5.99%
12	Type of Reporting Person (See Instructions) IN

Item 1.

(a) Name of Issuer

MELA Sciences, Inc.

(b) Address of Issuer's Principal Executive Offices

50 South Buckhout Street, Suite 1, Irvington, NY 10533

Item 2.

(a) Name of Person Filing

(i) BAM Opportunity Fund, L.P. (the "Opportunity Fund"), a Delaware limited partnership, with respect to options to purchase shares of Common Stock (as defined in Item 2(d) below) directly owned by it.

(ii) BAM Total Return Master Fund, Ltd. (the "TR Master Fund"), a Cayman Islands exempted company.

(iii) BAM Capital, LLC (the "General Partner"), which serves as the general partner of the Opportunity Fund.

(iv) BAM Management, LLC ("BAM Management"), which serves as the investment manager to the Opportunity Fund.

(v) BAM Offshore Management, LLC ("BAM Offshore Management"), which serves as the investment manager to the TR Master Fund.

(vi) Mr. Hal Mintz who serves as a managing member of the General Partner, BAM Management, and BAM Offshore Management.

(vii) Mr. Ross Berman who serves as a managing member of the General Partner, BAM Management, and BAM Offshore Management.

(b) Address of Principal Business Office or, if none, Residence

BAM Opportunity Fund, L.P., c/o BAM Capital, LLC
BAM Total Return Master Fund, Ltd., c/o BAM Offshore Management, LLC
BAM Capital, LLC
BAM Management, LLC
BAM Offshore Management, LLC
1 Liberty Plaza, 27th Floor
New York, NY 10006

Ross Berman
Hal Mintz
c/o BAM Capital, LLC
1 Liberty Plaza, 27th Floor
New York, NY 10006

(c) Citizenship

BAM Opportunity Fund, L.P. - Delaware, U.S.A.
BAM Total Return Fund, Ltd. – Cayman Islands
BAM Capital, LLC - Delaware, U.S.A.
BAM Management, LLC – Delaware, U.S.A.
BAM Offshore Management, LLC – Delaware, U.S.A.

Ross Berman - U.S.A.
Hal Mintz - U.S.A.

(d) Title of Class of Securities

Common Stock, \$0.01 par value (the “Common Stock”)

(e) CUSIP Number

55277R100

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

On December 31, 2010, the Opportunity Fund held 20 shares of Common Stock and options to purchase 1,511,500 shares of Common Stock. (As of the date hereof, the Opportunity Fund held no long shares of Common Stock and options to purchase 1,583,800 shares of Common Stock.)

The percentages herein are calculated based upon the 25,253,136 shares of Common Stock issued and outstanding as of November 1, 2010, as reported on the Issuer's Form 10Q filed with the SEC on November 5, 2010.

A. BAM Opportunity Fund, L.P.

- (a) Amount beneficially owned: 1,511,520
- (b) Percent of class: 5.99%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 1,511,520
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 1,511,520

B. BAM Total Return Master Fund, Ltd.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.00%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 0

C. BAM Capital, LLC

- (a) Amount beneficially owned: 1,511,520
- (b) Percent of class: 5.99%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 1,511,520
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 1,511,520

D. BAM Management, LLC

- (a) Amount beneficially owned: 1,511,520
 - (b) Percent of class: 5.99%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 1,511,520
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 1,511,520
-

E. BAM Offshore Management, LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.00%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 0

F. Hal Mintz

- (a) Amount beneficially owned: 1,511,520
- (b) Percent of class: 5.99%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 1,511,520
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 1,511,520

G. Ross Berman

- (a) Amount beneficially owned: 1,511,520
- (b) Percent of class: 5.99%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: -
 - (ii) Shared power to vote or direct the vote: 1,511,520
 - (iii) Sole power to dispose or direct the disposition:-
 - (iv) Shared power to dispose or direct the disposition: 1,511,520

This statement relates to options to purchase Common Stock held by the Opportunity Fund over which the General Partner and BAM Management have discretionary trading authority and by the TR Master Fund over which BAM Offshore Management has discretionary trading authority. The managing members of the General Partner, BAM Management, and BAM Offshore Management are Ross Berman and Hal Mintz. The Opportunity Fund, the TR Master Fund, the General Partner, BAM Management, BAM Offshore Management, Mr. Mintz and Mr. Berman are hereinafter sometimes collectively referred to as the "Reporting Persons."

Each of the Reporting Persons disclaims beneficial ownership of all shares of Common Stock reported hereby, except to the extent of such Reporting Person's pecuniary interest therein.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

[].

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

The Opportunity Fund is a private investment partnership, the sole general partner of which is the General Partner. As the sole general partner of the Opportunity Fund, the General Partner has the power to vote and dispose of the options on Common Stock (and the underlying common stock, if the options are exercised) owned by the Opportunity Fund and, accordingly, may be deemed the "beneficial owner" of such Common Stock. As the investment manager of the Opportunity Fund, BAM Management has the power to vote and dispose of the Common Stock owned by the Opportunity Fund and, accordingly, may be deemed the "beneficial owner" of such Common Stock.

The TR Master Fund is a private investment fund, the investment manager to which is BAM Offshore Management. As the investment manager of the TR Master Fund, BAM Offshore Management has the power to vote and dispose of the options on Common Stock (and the underlying common stock, if the options are exercised) owned by the TR Master Fund and, accordingly, may be deemed the "beneficial owner" of such Common Stock.

The managing members of the General Partner, BAM Management, and BAM Offshore Management are Hal Mintz and Ross Berman and, accordingly, may be deemed the "beneficial owner" of the above-referenced Common Stock..

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

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

January 10, 2011

BAM Opportunity Fund, L.P.

By: BAM Capital, LLC
its General Partner

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Total Return Master Fund, Ltd.

By: BAM Offshore Management, LLC
its Investment Manager

By: /s/ Ross Berman
Name: Ross Berman
Title: Managing Member

BAM Capital, LLC

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Management, LLC

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Offshore Management, LLC

By: /s/ Ross Berman
Name: Ross Berman
Title: Managing Member

/s/ Ross Berman
Ross Berman

/s/ Hal Mintz
Hal Mintz

JOINT FILING AGREEMENT

This Joint Filing Agreement, dated as of January 10, 2011, is entered into by and among BAM Capital, LLC, a Delaware limited liability company, BAM Management, LLC, a Delaware limited liability company, BAM Offshore Management, LLC, a Delaware limited liability company, BAM Opportunity Fund, L.P., a Delaware limited partnership, BAM Total Return Master Fund, Ltd., a Cayman Islands exempted company, Ross Berman, an individual, and Hal Mintz, an individual (all of the foregoing are collectively referred to herein as the "BAM Entities").

Each of the BAM Entities may be required to file with the United States Securities and Exchange Commission a statement on Schedule 13G (and amendments thereto) with respect to shares of common stock, par value \$0.001 per share, of MELA Sciences, Inc., a Delaware corporation, beneficially owned by them from time to time.

Pursuant to and in accordance with Rule 13(d)(1)(k) promulgated under the Securities Exchange Act of 1934, as amended, the parties hereby agree to file a single statement on Schedule 13G (and any amendments thereto) on behalf of each of the parties, and hereby further agree to file this Joint Filing Agreement as an exhibit to such statement, as required by such rule.

This Joint Filing Agreement may be terminated by any of the BAM Entities upon one week's prior written notice or such lesser period of notice as the BAM Entities may mutually agree.

Executed and delivered as of the date first above written.

BAM Opportunity Fund, L.P.

By: BAM Capital, LLC
its General Partner

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Total Return Master Fund, Ltd.

By: BAM Offshore Management, LLC
its Investment Manager

By: /s/ Ross Berman
Name: Ross Berman
Title: Managing Member

BAM Capital, LLC

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Management, LLC

By: /s/ Hal Mintz
Name: Hal Mintz
Title: Managing Member

BAM Offshore Management, LLC

By: /s/ Ross Berman
Name: Ross Berman
Title: Managing Member

/s/ Ross Berman
Ross Berman

/s/ Hal Mintz
Hal Mintz