

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Broadfin Healthcare Master Fund Ltd</u> (Last) (First) (Middle) C/O 20 GENESIS CLOSE ANSBACHER HOUSE, SECOND FLOOR, 1344 (Street) GRAND CAYMAN E9 KY1-1108 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/05/2014	3. Issuer Name and Ticker or Trading Symbol <u>MELA SCIENCES, INC. /NY [MELA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock, \$0.10 per share	02/05/2014	(7)	Common Stock, \$0.001 par value per share	4,761,905 ⁽¹⁾⁽²⁾⁽³⁾	0.84	D ⁽⁴⁾	
Series A Convertible Preferred Stock, \$0.10 per share	02/05/2014	(7)	Common Stock, \$0.001 par value per share	4,761,905 ⁽¹⁾⁽²⁾⁽³⁾	0.84	I	Footnote ⁽⁶⁾
Common Stock Warrant	02/05/2014	02/05/2019	Common Stock, \$0.001 par value per share	4,324,324 ⁽¹⁾⁽²⁾⁽³⁾	0.74	D ⁽⁵⁾	
Common Stock Warrant	02/05/2014	02/05/2019	Common Stock, \$0.001 par value per share	4,324,324 ⁽¹⁾⁽²⁾⁽³⁾	0.74	I	Footnote ⁽⁶⁾

1. Name and Address of Reporting Person* <u>Broadfin Healthcare Master Fund Ltd</u> (Last) (First) (Middle) C/O 20 GENESIS CLOSE ANSBACHER HOUSE, SECOND FLOOR, 1344 (Street) GRAND CAYMAN E9 KY1-1108 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Broadfin Capital, LLC</u> (Last) (First) (Middle) 237 PARK AVENUE, 9TH FLOOR (Street) NEW YORK NY 10017 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[KOTLER KEVIN](#)

(Last) (First) (Middle)

[C/O BROADFIN CAPITAL, LLC](#)
[237 PARK AVENUE, SUITE 900](#)

(Street)

[NEW YORK](#) [NY](#) [10017](#)

(City)

(State)

(Zip)

Explanation of Responses:

1. On February 5, 2014, pursuant to the terms of a securities purchase agreement, dated as of January 31, 2014, Broadfin Capital, LLC was sold (i) 4,000 shares of Series A Convertible Preferred Stock, which may be converted to 4,761,901 shares of common stock of the Issuer, and (ii) a Warrant, which may be exercised for 4,324,324 shares of common stock of the Issuer. The Series A Convertible Preferred Stock and the Warrant are held in the account of Broadfin Healthcare Master Fund, Ltd.
2. In connection with this securities purchase agreement, Broadfin Capital, LLC shall not have the right to convert any portion of the Series A Convertible Preferred Stock or exercise the Warrant to purchase shares of common stock, to the extent that, after giving effect to the conversion or exercise, Broadfin Capital, LLC (directly or indirectly) would beneficially own in excess of 9.99% of the number of shares of the common stock outstanding immediately after giving effect to the issuance of shares of common stock issuable upon conversion of the Series A Convertible Preferred Stock or the exercise of the Warrant held by Broadfin Capital, LLC.
3. In connection with Broadfin Capital, LLC's investment in the securities pursuant to the securities purchase agreement described above, Broadfin Capital, LLC has been granted the right to designate one director to the Board of Directors of the Issuer, so long as Broadfin Capital, LLC retains 30% of their investment in the Series A Preferred Stock or holds any warrants.
4. The Series A Convertible Preferred Stock are held in the account of Broadfin Healthcare Master Fund, Ltd.
5. The Warrant is held in the account of Broadfin Healthcare Master Fund, Ltd.
6. The securities are held in the account of Broadfin Healthcare Master Fund, Ltd., a private investment fund managed by Broadfin Capital, LLC and may be deemed to be beneficially owned by Kevin Kotler, managing member of Broadfin Capital, LLC. Each of Broadfin Capital, LLC, Broadfin Healthcare Master Fund, Ltd. and Kevin Kotler disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
7. None.

[BROADFIN HEALTHCARE](#)
[MASTER FUND, LTD. By: /s/ 03/04/2014](#)
[Kevin Kotler, Director](#)
[BROADFIN CAPITAL, LLC](#)
[By: /s/ Kevin Kotler, Managing 03/04/2014](#)
[Member](#)
[/s/ Kevin Kotler](#) [03/04/2014](#)
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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