

ANGELO MARC  
Form 4  
January 31, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CORNELL CAPITAL PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol  
KRONOS ADVANCED TECHNOLOGIES INC [KNOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
101 HUDSON STREET, SUITE 3700  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Please See Remarks

JERSEY CITY, NJ 07302

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 01/28/2005                           |  | J                              |   | 2,941,177   | D  | \$ 0 5,000,000  |
| Common Stock                    | 01/28/2005                           |  | J                              |   | 2,941,177   | D  | \$ 0 5,000,000  |

As Portfolio Manager of Cornell Capital Partners, LP and President of

Yorkville  
Advisors,  
LLC

As  
General  
Partner of  
CCP, LP

Common Stock    01/28/2005    J    2,941,177    D    \$ 0    5,000,000    I

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

CORNELL CAPITAL PARTNERS LP  
101 HUDSON STREET  
SUITE 3700  
JERSEY CITY, NJ 07302

Please See Remarks

ANGELO MARC  
101 HUDSON STREET  
SUITE 3700  
JERSEY CITY, NJ 07302

Please see remarks

YORKVILLE ADVISORS LLC  
101 HUDSON STREET  
SUITE 3700

Please see remarks

JERSEY CITY, NJ 07302

## Signatures

/s/ Mark Angelo President, Portfolio  
Manager

01/28/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).

### Remarks:

These shares were acquired by Cornell in private placement transactions entered into in October 2004. As a result Cornell became the beneficial owner of over 9.9% of Kronos Advanced Technologies, Inc's ("Kronos") outstanding shares. As a result Cornell and Kronos terminated one private placement and Cornell returned to Kronos 2,941,177 shares bringing Cornell's holdings to 5,000,000 shares under 9.9% of Kronos' outstanding shares. Pursuant to a new SEDA dated January 28, 2005 Cornell has agreed to accept 1,470,587 shares in 6 months and 1,470,588 in 12 months. Yorkville, as the General Partner of Cornell, may be deemed to have a beneficial ownership in the aforementioned Shares. Angelo as the Portfolio Manager of Cornell Capital Partners, LP and President of Yorkville may be deemed to have a beneficial ownership in the aforementioned Shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.