UNITED S SECURITI Washingt SCHEDULE	ES AND E	EXCHANGE (	COMMISSI	CON	
		ities Exc	nange Ac	ct of 1934 (Amendment No1_)*	
Ziopharm	n Oncolo	gy, Inc.			
(	Name of	Issuer)			
Common S	Common Stock, Par Value .001				
(Title c	of Class	of Securi	ities)		
98973P10	)1				
(CUSIP N	lumber)				
New York  (Name, A	son Aver , New Yo	nue, Suite ork 10022         and Telep	Allen B. e 2600 Roseland (973) 59 hone Num	65 Livingston Avenue 1, New Jersey 07068 07-2406 Ober of Person	
Authoriz	ed to Re	eceive No	tices ar	nd Communications)	
December (Date of			uires Fi	ling of this Statement)	
Check th Schedule			x to des	signate the rule pursuant to which this	
	_x	Rule 13d Rule 13d Rule 13d	-1(c)		
initial and for disclosu The info	filing ( any subs ires prov	on this fo sequent a vided in a	orm with mendment a prior	ge shall be filled out for a reporting person's n respect to the subject class of securities, c containing information which would alter cover page. remainder of this cover page shall not be	
				of Section 18 of the Securities Exchange Act of ect to the liabilities of that section of the	
	ıll be sı	ubject to	all oth	ner provisions of the Act (however, see the	
Cusip No 1.Names (entitie	of Repor	rting Per	13G sons. I	Page 2 of 6 Pages C.R.S. Identification Nos. of above persons	
	Austin V	W. Marxe	and Davi	d M. Greenhouse	
	2.	Check the	e Approp	oriate Box if a Member of a Group (See	
Instruct	ions): (a) (b)	[ ]		Not Applicable	
	3.	SEC Use	Only		
	4.	-		(See Instructions): 00	
				sure of Legal Proceedings Is Required Pursuant to	
Items 2(	d) or 2			Not Applicable	
	6.	Citizens		Place of Organization: United States	
		Beneficia.	7. lly	Sole Voting Power: 0 8. Shared Voting Power: 3,014,028*	
	Owned by Each Rep Person V	orting	9. 10.	Sole Dispositive Power: 0 Shared Dispositive Power: 3,014,028*	

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 3,014,028\*
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable
- 13. Percent of Class Represented by Amount in Row (11): 4.3%\*
- 14. Type of Reporting Person (See Instructions): IA, IN

\* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 1,499,150 Common Shares and 750,000 Warrants owned by Special Situations Fund III QP, L.P., 196,850 Common Shares and 120,000 Warrants owned by Special Situations Private Equity Fund, L.P., and 0 Common shares and 448,028 Warrants owned by Special Situations Life Sciences Fund, L.P. See Items 2 and 4 of this Schedule for additional information.

Page 3 of 6 Pages

Item 1. Security and Issuer:

(a) Ziopharm Oncology, Inc.

(b) 1180 Avenue of the Americas, 19th Floor, New York, NY 10036

Item 2. (a) Name of Person Filing:

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of Special Situations Fund III QP, L.P. (?SSFQP?). Marxe and Greenhouse are members of MG Advisers L.L.C. (?MG?), the general partner of Special Situations Private Equity Fund, L.P. (?SSPE?). Marxe and Greenhouse are also members of LS Advisers L.L.C. (?LS?), the general partner of Special Situations Life Sciences Fund, L.P. (?Life Sciences?). AWM serves as the investment adviser to SSFQP, SSPE, and Life Sciences. (SSFQP, SSPE, and Life Sciences will hereafter be referred to as, the ?Funds?). The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

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

The principal business address for Marxe and Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.

(c) Citizenship:

Austin W. Marxe and David M. Greenhouse are United

(d) Title of Class of Securities: Common Stock (e) CUSIP Number: 98973P101.

Item 3. If this statement is filed pursuant to \$240.13d-1(b) or 240.13d-2(b), check whether

the person filing is a: Not Applicable

- (a) ( ) Broker or Dealer registered under section 15 of the Act;(b) ( ) Bank as defined in section 3(a) (6) of the Act;(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; (e) ( ) An Investment Adviser in accordance with \$240.13d

-1(b)(I)(ii)(E);

(f) ( ) An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(I)(ii)(F);

Page 4 of 6 Pages

(g) ( ) A parent holding company or control person in accordance with \$240.13d-

1(b)(1)(ii)(G);

(h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance

Act;

States citizens.

(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;

(j) ( ) Group, in accordance with 240.13d-1(b)(1)(ii)(J).

## Item 4. Ownership:

- (a) Amount Beneficially Owned: Messrs. Marxe and Greenhouse beneficially own a total of 1,696,000 Common Shares and 1,318,028 Warrants. This amount includes 196,850 Common Shares and 120,000 owned by SSPE, 1,499,150 Common Shares and 750,000 Warrants owned by SSFQP, and 0 Common shares and 448,028 Warrants owned by Life Sciences.
- (b) Percent of Class: Messrs. Marxe and Greenhouse beneficially own 4.3% of the shares outstanding, of which SSPE owns 0.5% of the outstanding shares, SSFQP owns 3.3% of the outstanding shares, and Life Sciences owns 0.7% of the outstanding shares.
  - (c) Number of Shares as to which the person has:
    - (i) Sole power to vote or to direct the vote: 0
    - (ii) Shared power to vote or to direct the vote: 3,014,028
    - (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 3,014,028
- 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 that five percent of the class of securities, check the following \_X\_.
- Item 6.0wnership 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 9. Notices of Dissolution of Group: Not applicable.

Page 5 of 6 Pages

## Item 10.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.

Dated: February 13, 2012

/s/ Austin W. Marxe AUSTIN W. MARXE Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

Page 6 of 6 Pages

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the Schedule 13G to which this agreement is attached is filed on behalf of each of them.

/s/\_Austin W. Marxe Austin W. Marxe

/s/\_David M. Greenhouse David M. Greenhouse

-4-

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