

CAREGUIDE INC

Form 3

January 02, 2008

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â PSILOS GROUP PARTNERS
II, L.P.

(Last) (First) (Middle)

625 AVENUE OF THE
AMERICAS, 4TH FLOOR

(Street)

NEW YORK,Â NYÂ 10011

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/28/20073. Issuer Name **and** Ticker or Trading Symbol
CAREGUIDE INC [CGDE]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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 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)

Common Stock

3,191,330 ⁽¹⁾

D Â

Common Stock

3,311,246 ⁽²⁾

D Â

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

SEC 1473 (7-02)

**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.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	(Instr. 4)	
					Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	2,083,335	\$ 0.12 (4)	D (5) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PSILOS GROUP PARTNERS II, L.P. 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	Â	Â X	Â	Â
PSILOS GROUP PARTNERS L P 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	Â	Â X	Â	Â

Signatures

/s/ Brian F. Leaf,
attorney-in-fact 12/31/2007

__Signature of Reporting Person Date

Brian F. Leaf,
attorney-in-fact 12/31/2007

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) The shares of common stock are held of record by Psilos Group Partners II, L.P. Albert S. Waxman, a director of the issuer, is senior managing member of the general partner of each of Psilos Group Partners II, L.P. and Psilos Group Partners, L.P.

(2) The shares of common stock are held of record by Psilos Group Partners, L.P. Albert S. Waxman, a director of the issuer, is senior managing member of the general partner of each of Psilos Group Partners II, L.P. and Psilos Group Partners, L.P.

The Series A Preferred Stock is convertible into shares of the issuer's common stock at any time at the holder's election and has no expiration date. The Series A Preferred Stock is also automatically convertible into shares of the issuer's common stock upon the election of a majority of the holders of the Series A Preferred Stock or upon the consummation of certain transactions involving the issuer.

(4) The shares of Series A Preferred Stock are initially convertible into shares of the issuer's common stock on a 5-for-1 basis.

(5) The shares of Series A Preferred Stock are owned of record by Psilos Group Partners II, L.P.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â AuthorizationÂ Letter

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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