CAREGUIDE INC
Form 4
November 04, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pacala Mark L

(Last) (First) (Middle)

C/O ESSEX WOODLANDS HEALTH VENTURES, 21 WATERWAY AVENUE, SUITE 225

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CAREGUIDE INC [CGDE]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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			

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy)	$ 0.1375	11/01/2008		A		27,560		11/01/2008	10/01/2012	Common Stock	27,560
Warrant (right to buy)	$ 0.1375	11/01/2008		A		82,680		11/01/2008	10/01/2012	Common Stock	82,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacala Mark L C/O ESSEX WOODLANDS HEALTH VENTURES 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380	X	X		
ESSEX WOODLANDS HEALTH VENTURES FUND V LP 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
ESSEX WOODLANDS HEALTH VENTURES FUND IV L P 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		

Signatures

/s/ Brian F. Leaf, attorney-in-fact	11/04/2008
**Signature of Reporting Person	Date
/s/ Brian F. Leaf, attorney-in-fact	11/04/2008
**Signature of Reporting Person	Date
/s/ Brian F. Leaf, attorney-in-fact	11/04/2008
**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).

(1) The warrants were issued to Essex Woodlands Health Ventures Fund IV, L.P. and Essex Woodlands Health Ventures Fund V, L.P. in consideration for their guarantees of the Issuer's obligations under a debt facility.

(2) Securities are owned of record by Essex Woodlands Health Ventures Fund IV, L.P. Mark L. Pacala, one of the Issuer's directors, is a managing director of entities affiliated with Essex Woodlands Health Ventures IV, L.L.C, the general partner of Essex Woodlands Health Ventures Fund IV, L.P. Mr. Pacala disclaims beneficial ownership of the reported securities herein.

(3) Securities are owned of record by Essex Woodlands Health Ventures Fund V, L.P. Mark L. Pacala, one of the Issuer's directors, is a managing director of entities affiliated with Essex Woodlands Health Ventures V, L.L.C, the general partner of Essex Woodlands Health Ventures Fund V, L.P. Mr. Pacala disclaims beneficial ownership of the reported securities herein.

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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