

SPEDEMISSIONS INC
Form 4
November 29, 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 *
GCA STRATEGIC INVESTMENT FUND LTD

(Last) (First) (Middle)

C/O PRIME MANAGEMENT LTD, MECHANICS BLDG 12 CHURCH ST HM11

(Street)

HAMILTON, D0 HM 11

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPEDEMISSIONS INC [SPEM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date	7. Titl Under
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Disposed of (D)		(Month/Day/Year)		(Instr.)	
				(Instr. 3, 4, and 5)		Date	Expiration		Title
			Code	V	(A)	(D)	Exercisable	Date	
Common Stock Warrant	\$ 1.25	11/17/2005	D ⁽¹⁾			2,500,000	01/21/2004	01/21/2007	Com Sto
Common Stock Warrant	\$ 0.12	11/17/2005	P ⁽¹⁾		2,500,000		11/17/2005	11/17/2010	Com Sto
Common Stock Warrant	\$ 0.357	11/17/2005	D ⁽²⁾			100,000	01/26/2005	01/26/2010	Com Sto
Common Stock Warrant	\$ 0.12	11/17/2005	P ⁽²⁾		100,000		11/17/2005	11/17/2010	Com Sto
Common Stock Warrant	\$ 0.12	11/17/2005	P		16,000,000		11/17/2005	11/17/2010	Com Sto
Series A Convertible Preferred Stock	<u>(3)</u>	11/17/2005	P		1,224		11/17/2005	<u>(4)</u>	Com Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GCA STRATEGIC INVESTMENT FUND LTD C/O PRIME MANAGEMENT LTD MECHANICS BLDG 12 CHURCH ST HM11 HAMILTON, D0 HM 11			X	

Signatures

/s/ Michael S.
Brown

11/28/2005

**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).
- (1) Amendment of outstanding warrant to amend exercise price to \$0.12 per share. The warrant was initially issued on January 21, 2004, and is exercisable immediately.

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- (2) Amendment of outstanding warrant to amend exercise price to \$0.12 per share. The warrant was initially issued on January 26, 2005, and is exercisable immediately.
- (3) Each share of Series A Convertible Preferred Stock can be converted into 8,333.33 shares of the Issuer's common stock. These amended terms apply to all shares of Series A Convertible Preferred Stock owned by the Reporting Person.
- (4) There is no expiration date for the conversion of the Series A Convertible Preferred Stock.

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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