

CAREGUIDE INC
Form 3
January 02, 2008

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â PSILOS GROUP PARTNERS II, L.P. | | | (Month/Day/Year) 12/28/2007 | | CAREGUIDE INC [CGDE] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 625 AVENUE OF THE AMERICAS, 4TH FLOOR | | | (Check all applicable) | | | |
| (Street) | | | ___ Director | | ___X___ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person |
| NEW YORK,Â NYÂ 10011 | | | ___ Officer | | ___ Other | |
| (City) | (State) | (Zip) | (give title below) | | (specify below) | |

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)

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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 Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | 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.
- (3) 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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