

WAXMAN ALBERT S
Form 4
January 23, 2009

FORM 4

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

OMB APPROVAL

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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 *
WAXMAN ALBERT S

(Last) (First) (Middle)

C/O PSILOS GROUP MANAGERS, L.L.C., 140 BROADWAY, 51ST FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

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

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

01/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 01/21/2009 | | J ⁽¹⁾ | | 33,707 | D | |
| | | | | | \$ 0.14 | | |
| Common Stock | | | | | 3,155,066 | I | By fund ⁽²⁾ |
| Common Stock | | | | | 3,346,711 | I | By fund ⁽³⁾ |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WAXMAN ALBERT S C/O PSILOS GROUP MANAGERS, L.L.C. 140 BROADWAY, 51ST FLOOR NEW YORK, NY 10005 | X | | | |

Signatures

/s/ Brian F. Leaf, attorney-in-fact 01/23/2009

**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) On January 21, 2009, the Issuer amended its certificate of incorporation effecting a 1-for-50,000 reverse stock split of its Common Stock held by holders of less than 50,000 pre-split shares. As a result of the reverse stock split, the Reporting Person held fractional shares of Common Stock, which are to be exchanged by the Issuer for cash at the equivalent of \$0.14 per pre-split share.
- (2) Shares are owned of record by Psilos Group Partners II, L.P. The Reporting Person, one of the Issuer's directors, is managing member of Psilos Group Investors II, L.L.C., the general partner of Psilos Group Partners II, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Shares are owned of record by Psilos Group Partners, L.P. The Reporting Person, one of the Issuer's directors, is managing member of Psilos Group Investors, L.L.C., the general partner of Psilos Group Partners, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners, L.P. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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