

CAREGUIDE INC
Form 4
November 22, 2006

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 *
LUBIN DANIEL C

(Last) (First) (Middle)

RADIUS VENTURE PARTNERS
LLC, 400 MADISON AVENUE,
8TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2006

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/21/2006 | | X | V Amount \$ 216,710 (D) A 0.0032 | 6,648,486 | I | By Fund (1) |
| Common Stock | | | | | 92,929 | I | By Fund through escrow (2) |

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 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 |
| Common Stock Warrants (right to buy) | \$ 0.0032 | 11/21/2006 | | X | 216,710 | 11/17/2006 | 11/17/2014 | Common Stock | 216,710 |
| Call option equivalent (obligation to sell) | \$ 0 | | | | | 01/25/2006 | 07/25/2007 | Common Stock | 92,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUBIN DANIEL C RADIUS VENTURE PARTNERS LLC 400 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10017 | X | | | |

Signatures

/s/ Daniel C. Lubin 11/22/2006

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) Shares are owned of record by Radius Venture Partners I, L.P. Mr. Lubin, who one of the Issuer's directors, is a managing member of Radius Venture Partners, L.L.C., the general partner of Radius Venture Partners I, L.P. and therefore may be deemed to beneficially own the securities owned by Radius Venture Partners I, L.P. Mr. Lubin disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) Shares are beneficially owned by Radius Venture Partners I, L.P. Represents shares held in escrow for the benefit of another stockholder of the Issuer. The number of shares to be released to the other stockholder is contingent upon the occurrence of certain events as described in a letter agreement between the Issuer and the other stockholder. The reported number of shares represents the maximum number of shares issuable to Radius Venture Partners I, L.P. upon termination of the escrow arrangement and liquidation of the escrow account. These shares are subject to a call option in favor of the other stockholder as described in footnote (4).

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- (3) Warrant was owned of record by Radius Venture Partners I, L.P. Mr. Lubin, one of the Issuer's directors, is a managing member of Radius Venture Partners, L.L.C., the general partner of Radius Venture Partners I, L.P. and therefore may be deemed to beneficially own the securities owned by Radius Venture Partners I, L.P. Mr. Lubin disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

- (4) Another stockholder of the Issuer may, contingent upon the occurrence of certain events not in the control of Radius Venture Partners I, L.P. or the other stockholder, acquire the entire amount of the stock held in escrow as described in footnote (2), including the shares reported by Radius Venture Partners I, L.P. No additional consideration will be received by Radius Venture Partners I, L.P. to the extent the call option on these shares is exercised by the other stockholder. To the extent that the shares held in escrow may not be distributed to the other stockholder, the Reporting Person will report the partial or full expiration of the call option on Form 4.

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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