

Edgar Filing: P COM INC - Form SC 13G

P COM INC  
Form SC 13G  
February 06, 2004

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

SCHEDULE 13G  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c),  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. )\*

P-COM, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

693262206

-----  
(CUSIP Number)

October 1, 2003

-----  
(Date of Event Which Requires Filing of this Statement)

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 693262206

13G

Page 2 of 9 Pages  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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SDS Capital Group SPC, Ltd.(1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 19,420,000 (2)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 19,420,000 (2)
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
19,420,000 (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.4%

12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) On October 1, 2003, SDS Merchant Fund, L.P., a Delaware limited partnership, assigned and transferred all of the shares of common stock of the issuer beneficially owned by SDS Merchant Fund, L.P. to SDS Capital Group SPC, Ltd.

(2) Represents the number of shares of common stock of the issuer issuable upon the conversion of preferred stock and upon the exercise of warrants held by SDS Capital Group SPC, Ltd.

Edgar Filing: P COM INC - Form SC 13G

-----  
CUSIP No. 693262206

13G

Page 3 of 9 Pages  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SDS Management, LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)   
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5

SOLE VOTING POWER  
0

6

SHARED VOTING POWER  
19,420,000

7

SOLE DISPOSITIVE POWER  
0

8

SHARED DISPOSITIVE POWER  
19,420,000  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,420,000  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.4%  
-----

12 TYPE OF REPORTING PERSON\*

CO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Edgar Filing: P COM INC - Form SC 13G

CUSIP No. 693262206

13G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mr. Steven Derby

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5

SOLE VOTING POWER  
0

6

SHARED VOTING POWER  
19,420,000

7

SOLE DISPOSITIVE POWER  
0

8

SHARED DISPOSITIVE POWER  
19,420,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,420,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.4%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT



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1. The Reporting Person.
  - (a) Amount beneficially owned: 19,420,000 shares of common stock.
  - (b) Percent of Class: 8.4%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or direct the vote: 19,420,000
    - (ii) shared power to vote or direct the vote: 0
    - (iii) sole power to dispose or direct the disposition of: 19,420,000
    - (iv) shared power to dispose or direct the disposition of: 0
2. The Investment Manager - same as Mr. Derby, see below.
3. Mr. Derby.
  - (a) Amount beneficially owned: 19,420,000 shares of common stock.
  - (b) Percent of Class: 8.4%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or direct the vote: 0
    - (ii) shared power to vote or direct the vote: 19,420,000
    - (iii) sole power to dispose or direct the disposition of: 0
    - (iv) shared power to dispose or direct the disposition of: 19,420,000

On October 1, 2003, SDS Merchant Fund, L.P., a Delaware limited partnership, assigned and transferred all of the shares of common stock of the issuer beneficially owned by SDS Merchant Fund, L.P. to the Reporting Person.

The 19,420,000 shares of common stock of the issuer are issuable upon the conversion of preferred stock and the exercise of warrants held by the Reporting Person.

-----  
CUSIP No. 693262206

13G

Page 7 of 9 Pages  
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ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

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- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Not Applicable
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.  
Not Applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not Applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not Applicable
- ITEM 10. CERTIFICATION.

Certification pursuant to Rule 13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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CUSIP No. 693262206

13G

Page 8 of 9 Pages  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2004

SDS CAPITAL GROUP SPC, LTD.  
By: SDS Management, LLC  
its Investment Manager

By: /s/ Steven Derby

-----  
Name: Steven Derby  
Title: Managing Member

SDS MANAGEMENT, LLC

By: /s/ Steven Derby

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Name: Steven Derby  
Title: Managing Member

/s/ Steven Derby

-----  
Steven Derby

-----  
CUSIP No. 693262206

13G

Page 9 of 9 Pages  
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EXHIBIT A  
JOINT FILING AGREEMENT

This Agreement is filed as an exhibit to this Schedule 13G being filed by SDS Capital Group SPC, Ltd., SDS Management, LLC and Mr. Steven Derby in compliance with Rule 13d-1(k) of the Securities and Exchange Commission, which requires an agreement in writing indicating that this Schedule 13G to which this Agreement is attached is filed on behalf of the below-named companies, that they are each responsible for the timely filing of the Schedule 13G and any amendments thereto and for the completeness and accuracy of the information concerning such persons contained therein.

This Agreement may be executed in counterparts, each of which when so executed and delivered shall be deemed an original and all of which taken together shall constitute but one and the same instrument.

Dated: February 6, 2004

SDS CAPITAL GROUP SPC, LTD.  
By: SDS Management, LLC  
its Investment Manager

By: /s/ Steven Derby

-----  
Name: Steven Derby  
Title: Managing Member

SDS MANAGEMENT, LLC

By: /s/ Steven Derby

-----  
Name: Steven Derby  
Title: Managing Member

/s/ Steven Derby

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Steven Derby