

Edgar Filing: PAID INC - Form SC 13G

PAID INC
Form SC 13G
January 02, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Paid, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

69561N204

(CUSIP Number)

October2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- 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 on 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 ("Act") 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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SCHEDULE 13G

CUSIP No. 69561N204

1. Names of Reporting Persons.
Lewis Asset Management, Corp.
I.R.S. Identification Nos. of above persons (entities only).
01-0822953

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
DELEWARE

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With:

5. Sole Voting Power
35,039,221

6. Shared Voting Power
N/A

7. Sole Dispositive Power
35,039,221

8. Shared Dispositive Power
N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person
35,039,221

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
14.00%

12. Type of Reporting Person
CO

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SCHEDULE 13G

CUSIP No. 69561N204

1. Names of Reporting Persons.
Lewis Opportunity Fund, LP
I.R.S. Identification Nos. of above persons (entities only).
01-0822950

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
DELEWARE

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With:

5. Sole Voting Power
28,411,032

6. Shared Voting Power
N/A

7. Sole Dispositive Power
28,411,032

8. Shared Dispositive Power
N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person
28,411,032

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
11.35%

12. Type of Reporting Person
PN

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SCHEDULE 13G

CUSIP No. 69561N204

1. Names of Reporting Persons.
LAM Opportunity Fund, LTD
I.R.S. Identification Nos. of above persons (entities only).
N/A - Bermuda Limited Liability Company

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization
Bermuda

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With:

5. Sole Voting Power
6,628,189

6. Shared Voting Power
N/A

7. Sole Dispositive Power
6,628,189

8. Shared Dispositive Power
N/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,628,189

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
2.65%

12. Type of Reporting Person
PN

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Item 1.

- (a) Name of Issuer
Paid, Inc.
- (b) Address of Issuer's Principal Executive Offices
4 Brussels Street
Worcester, MA 01610

Item 2.

- (a) Name of Person Filing
Lewis Asset Management, Corp.
Lewis Opportunity Fund, LP
LAM Opportunity Fund, LTD
- (b) Address of Principal Business Office or, if none, Residence
45 Rockeller Plaza
Suite 2570
New York, NY 10111
- (c) Citizenship
State of Delaware/Bermuda
- (d) Title of Class of Securities
Class A Common
- (e) CUSIP Number
69561N204

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) [] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) [] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) [] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) [] An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) [] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [X] Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

- (a) Amount beneficially owned:
35,039,221
- (b) Percent of class:
14.00%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
35,039,221
 - (ii) Shared power to vote or to direct the vote
0
 - (iii) Sole power to dispose or to direct the disposition of
35,039,221
 - (iv) Shared power to dispose or to direct the disposition of
0

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Instruction: Dissolution of a group requires a response to this item.

This statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than 5 percent of the stock.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8.

Identification and Classification of Members of the Group

N/A

Item 9.

Notice of Dissolution of Group

Item 10.

Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were

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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.

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.

Date: December 31, 2008

By: /s/ W. Austin Lewis IV

W. Austin Lewis IV on behalf of Lewis Asset Management,
Corp., Lewis Opportunity Fund, LP and LAM Opportunity
Fund, LTD

Title: General Partner/CIO
