

MCF CORP
Form 4
May 03, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Potter Scott

(Last) (First) (Middle)

575 MARKET STREET, SUITE
1975

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MCF CORP [MCM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/15/2005		J		4,615,385	A	<u>1</u> 4,615,385	I	See Footnote (2)
Common Stock	06/07/2005		P		359,583	A	\$ 1 4,974,968	I	See Footnote (2)
Common Stock							41,510	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Warrants	\$ 1.48	02/15/2005		J		1,384,616		05/03/2006	08/11/2008	Common Stock	1,384,616

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Potter Scott 575 MARKET STREET SUITE 1975 SAN FRANCISCO, CA 94105		X		

Signatures

/s/ Scott Potter 05/03/2006
 **Signature of Date
 Reporting Person

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 were contributed by London Merchant Securities plc ("LMS") to San Francisco Equity Partners, L.P. ("SFEP") as capital on February 15, 2005.

(2) Shares are held by SFEP. Reporting Person is managing member of SFEP I, LLC ("SF LLC"), the general partner of SFEP, and may be deemed to have voting and dispositive power over the shares held by SFEP. Reporting Person disclaims beneficial ownership of the shares held by SFEP except to the extent of his pecuniary interest therein.

(3) Warrants were contributed by London Merchant Securities plc ("LMS") to San Francisco Equity Partners, L.P. ("SFEP") as capital on February 15, 2005.

(4) Warrants are held by SFEP. Reporting Person is managing member of SFEP I, LLC ("SF LLC"), the general partner of SFEP, and may be deemed to have voting and dispositive power over the warrants held by SFEP. Reporting Person disclaims beneficial ownership of the warrants held by SFEP 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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