

JAMBA, INC.
Form 3
December 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BLUE RIDGE CAPITAL HOLDINGS LLC/BLUE RIDGE CAPITAL OFFSHORE HOLDINGS LLC | | | (Month/Day/Year) | JAMBA, INC. [JMBA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | |
| 660 MADISON AVENUE, Â 20TH FLOOR | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| NEW YORK, Â NY Â 10021 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$.001 per share | 2,988,533 | I (1) (7) | See Footnotes (1) (7) |
| Common Stock, par value \$.001 per share | 1,834,800 | I (2) (7) | See Footnotes (2) (7) |
| Common Stock, par value \$.001 per share | 4,823,333 | I (3) (7) | See Footnotes (3) (7) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants to purchase Common Stock | 11/29/2006 | 06/28/2009 | Common Stock | 923,200 | \$ 6 | I ⁽⁴⁾ ₍₇₎ | See Footnotes ⁽⁴⁾ ₍₇₎ |
| Warrants to purchase Common Stock | 11/29/2006 | 06/28/2009 | Common Stock | 566,800 | \$ 6 | I ⁽⁵⁾ ₍₇₎ | See Footnotes ⁽⁵⁾ ₍₇₎ |
| Warrants to purchase Common Stock | 11/29/2006 | 06/28/2009 | Common Stock | 1,490,000 | \$ 6 | I ⁽⁶⁾ ₍₇₎ | See Footnotes ⁽⁶⁾ ₍₇₎ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLUE RIDGE CAPITAL HOLDINGS LLC/BLUE RIDGE CAPITAL OFFSHORE HOLDINGS LLC 660 MADISON AVENUE 20TH FLOOR NEW YORK, NY 10021 | Â | Â X | Â | Â |
| GRIFFIN JOHN A 660 MADISON AVENUE 20TH FLOOR NEW YORK, NY 10021 | Â | Â X | Â | Â |

Signatures

/s/ Richard S. Bello, Managing Director
12/11/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The shares of the Issuer's Common Stock, par value \$.001 per share (the "Shares") reported herein as indirectly beneficially owned by Blue Ridge Capital Holdings LLC ("BRCH") are directly beneficially owned by Blue Ridge Limited Partnership ("BRLP") (2,988,533 Shares). BRCH is the general partner of BRLP, and has investment control and the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCH may be deemed to beneficially own such securities owned by BRLP for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"). See also Footnote (7).
- (2) The Shares reported herein as indirectly beneficially owned by Blue Ridge Capital Offshore Holdings LLC ("BRCOH") are directly beneficially owned by Blue Ridge Offshore Master Limited Partnership ("BROMLP") (1,834,800 Shares). BRCOH is the general partner of BROMLP, and has the investment control and the power to direct the affairs of BROMLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCOH may be deemed to beneficially own such

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securities owned by BROMLP for purposes of Section 16. See also Footnote (7).

(3) The Shares, reported herein as indirectly beneficially owned by John A. Griffin ("Mr. Griffin"), are owned directly by BRLP (2,988,533 Shares) (see Footnote (1)) and BROMLP (1,834,800 Shares) (see Footnote (2)) and indirectly by BRCH (2,988,533 Shares) (see Footnote (1)) and BRCOH (1,834,800 Shares) (see Footnote (2)). Mr. Griffin is the sole managing member of BRCH and BRCOH, and in that capacity directs their operations, and shares with BRCH and BRCOH investment control over Shares held by BRLP and BROMLP. For such reason, Mr. Griffin may be deemed to beneficially own such securities owned by each such entity for purposes of Section 16. See also Footnote (7).

(4) The warrants to purchase Shares (the "Warrants") reported herein as indirectly beneficially owned by BRCH are directly beneficially owned by BRLP (923,200 Warrants). BRCH is the general partner of BRLP, and has investment control and the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason, BRCH may be deemed to beneficially own such securities owned by BRLP for purposes of Section 16. See also Footnote (7).

(5) The Warrants reported herein as indirectly beneficially owned by BRCOH are directly beneficially owned by BROMLP (566,800 Warrants). BRCOH is the general partner of BROMLP, and has investment control and the power to direct the affairs of BROMLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Common Stock. For such reason BRCOH may be deemed to beneficially own such securities owned by BROMLP for purposes of Section 16. See also Footnote (7).

(6) The Warrants are reported herein as indirectly beneficially owned by Mr. Griffin. The Warrants are owned directly by BRLP (923,200 Warrants) (see Footnote (4)) and BROMLP (566,800 Warrants) (see Footnote (5)) and indirectly by BRCH (923,200 Warrants) (see Footnote (4)) and BRCOH (566,800 Warrants) (see Footnote (5)). Because Mr. Griffin is the sole managing member of BRCH and BRCOH, and in that capacity directs their operations, and shares with BRCH and BRCOH investment control over Shares held by BRLP and BROMLP, Mr. Griffin may be deemed to beneficially own such securities owned by each of such entities for purposes of Section 16. See also Footnote (7).

(7) Each of the reporting person and the joint filers disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Remarks:

ExhibitÂ List

ExhibitÂ 99Â --Â JointÂ FilerÂ Information

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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