

WAXMAN ALBERT S
Form 4
December 01, 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 *
WAXMAN ALBERT S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PSILOS GROUP MANAGERS, LLC, 625 AVENUE OF THE AMERICAS, 4TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10011

(City) (State) (Zip)

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	11/29/2006		X	646,189 A	\$ 0.0032 3,126,098	I	By Fund (1)
Common Stock					28,968	I	By Fund through escrow (2)
Common Stock	11/29/2006		X	295,714 D	\$ 0 3,262,763	I	By Fund (3) (4)
Common Stock					48,483	I	By Fund through escrow (5)

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Common Stock	11/29/2006	X	4,866	D	\$ 0	35,466	I	By Fund (6) (7)
Common Stock						798	I	By Fund through escrow (8)

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

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(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 Number of Shares
Common Stock Warrants (right to buy)	\$ 0.0032	11/29/2006		X	646,189	11/17/2006	11/17/2014	Common Stock	646,189
Call option equivalent (obligation to sell)	\$ 0	11/29/2006		X	295,714	01/25/2006	11/17/2014	Common Stock	295,714
Call option equivalent (obligation to sell)	\$ 0	11/29/2006		X	4,866	01/25/2006	11/17/2014	Common Stock	4,866
Call option equivalent (obligation to sell)	\$ 0					01/25/2006	11/17/2014	Common Stock	48,400
Call option equivalent (obligation to sell)	\$ 0					01/25/2006	11/17/2014	Common Stock	798

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAXMAN ALBERT S C/O PSILOS GROUP MANAGERS, LLC 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	X	X		

Signatures

/s/ Brian F. Leaf, as
attorney-in-fact

12/01/2006

__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 Psilos Group Partners II, L.P. Albert S. Waxman, one of the Issuer's directors, is a Manager of Psilos Group Investors II, L.L.C., the general partner of Psilos Group Partners II, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. Dr. Waxman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) Shares are beneficially owned by Psilos Group Partners II, L.P. Represents shares held in escrow for the benefit of such stockholder. The number of shares to be released to Psilos Group Partners II, L.P. is contingent upon the occurrence of certain events as described in a letter agreement between such stockholder and the Issuer, which are outside the control of Psilos Group II, L.P. The reported number of shares represents the minimum number of shares issuable to Psilos Group Partners II, L.P. upon termination of the escrow arrangement and liquidation of the escrow account. Because the number of shares, if any, to be distributed pursuant to the letter agreement is not fixed, the additional shares that may be received under the letter agreement are not reportable. To the extent that the contingency on the number of shares to be distributed to Psilos Group Partners II, L.P. is removed, the Reporting Person will file a Form 4 reflecting the acquisition of such shares.

(3) Shares are owned of record by Psilos Group Partners, L.P. Albert S. Waxman, one of the Issuer's directors, is a Manager of Psilos Group Investors, L.L.C., the general partner of Psilos Group Partners, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners, L.P. Mr. Waxman disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

(4) The reported number of shares disposed of represented the maximum number of shares issuable to Psilos Group Partners, L.P. upon termination of the escrow arrangement and liquidation of the escrow account. These shares were subject to a call option which was exercised in full, and no additional consideration was received by Psilos Group Partners, L.P.

(5) Shares are beneficially owned by Psilos Group Partners, L.P. Represents shares held in escrow for the benefit of Psilos Group Partners II, L.P. The number of shares to be released to Psilos Group Partners II, L.P. is contingent upon the occurrence of certain events as described in a letter agreement between the Issuer and Psilos Group Partners II, L.P. The reported number of shares represents the maximum number of shares issuable to Psilos Group Partners, 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 Psilos Group Partners II, L.P. as described in footnote (10).

(6) Shares are owned of record by CCS/Psilos CCS, L.L.C. Albert S. Waxman, one of the Issuer's directors, is a Manager of Psilos Group Investors L.L.C., the manager of CCP/Psilos CCS, L.L.C. and therefore may be deemed to beneficially own the securities owned by CCS/Psilos CCS, L.L.C. Mr. Waxman disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

(7) The reported number of shares disposed of represented the maximum number of shares issuable to CCS/Psilos CCS, L.L.C. upon termination of the escrow arrangement and liquidation of the escrow account. These shares were subject to a call option which was exercised in full, and no additional consideration was received by CCS/Psilos CCS, L.L.C.

(8) Shares are beneficially owned by CCP/Psilos CCS, L.L.C. Represents shares held in escrow for the benefit of Psilos Group Partners II, L.P. The number of shares to be released to Psilos Group Partners II, L.P. is contingent upon the occurrence of certain events as described in a letter agreement between the Issuer and Psilos Group Partners II, L.P. The reported number of shares represents the

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maximum number of shares issuable to CCP/Psilos CCS, L.L.C. upon termination of the escrow arrangement and liquidation of the escrow account. These shares are subject to a call option in favor of Psilos Group Partners II, L.P. as described in footnote (11).

- (9) Warrant was exercised by Psilos Group Partners II, L.P. Albert S. Waxman, one of the Issuer's directors, is a Manager of Psilos Group Investors II, L.L.C., the general partner of Psilos Group Partners II, L.P. and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. Mr. Waxman disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

- (10) Psilos Group Partners II, L.P. may, contingent upon the occurrence of certain events not in the control of Psilos Group Partners, L.P. or Psilos Group Partners II, L.P., acquire the entire amount of the stock held in escrow as described in footnote (5), including the shares reported by Psilos Group Partners, L.P. No additional consideration will be received by Psilos Group Partners, L.P. to the extent the call option on these shares is exercised by Psilos Group Partners II, L.P. To the extent that the shares held in escrow may not be distributed to Psilos Group Partners II, L.P., the Reporting Person will report the partial or full expiration of the call option for Psilos Group Partners, L.P. on Form 4.

- (11) Psilos Group Partners II, L.P. may, contingent upon the occurrence of certain events not in the control of CCP/Psilos CCS, L.L.C. or Psilos Group Partners II, L.P., acquire the entire amount of the stock held in escrow as described in footnote (8), including the shares reported by CCP/Psilos CCS, L.L.C. No additional consideration will be received by CCP/Psilos CCS, L.L.C. to the extent the call option on these shares is exercised by Psilos Group Partners II, L.P. To the extent that the shares held in escrow may not be distributed to Psilos Group Partners II, L.P., the Reporting Person will report the partial or full expiration of the call option for Psilos Group Partners, L.P. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.