## PreMD Inc.

Form SC 13G
September 04, 2009

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SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
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SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No....) .................................................
(Name of Issuer)
PreMD Inc.
(Title of Class of Securities)
........Common

(CUSIP Number)
.....74047Y105

(Date of Event Which Requires Filing of
this statement)
August 28, 2009
Check the appropriate box to designate the
Rule pursuant to which this Schedule is filed:
[ X] 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 ("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).
CUSIP No. 74047 Y 105
(1) Names of reporting persons. I.R.S.
Identification Nos. of above
persons (entities only)
Goldman Capital Management Inc.
13-3279572
(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
New York
Number of shares beneficially owned by each
reporting
person with:
(5) Sole voting power 0
(6) Shared voting power
(7) Sole dispositive power
(8) Shared dispositive power
(9) Aggregate amount beneficially owned by each reporting person 0
(10) Check if the aggregate amount in Row
(9) excludes certain
shares (see instructions)
(11)Percent of class represented by amount
in Row 9
0
(12) Type of reporting person (see instructions)

IA
Instructions for Cover Page
(1) Names and I.R.S. Identification Numbers of Reporting Persons---Furnish the full legal name of each person for whom the report is filed---i.e., each person required to sign the schedule itself---including each member of a group. Do not include the name of a person required to be identified in the report but who is not a reporting person. Reporting persons are also requested to furnish their I.R.S. identification numbers, although disclosure of such numbers is voluntary, not mandatory (see "SPECIAL INSTRUCTIONS FOR
COMPLYING WITH SCHEDULE 13G", below).
(2) If any of the shares beneficially owned
by a reporting person are held as a member of a group and that membership is expressly affirmed, please check row $2(a)$. If the reporting person disclaims membership in a group or describes a relationship with other person but does not affirm the existence of a group, please check row $2(b)$ [unless it is a joint
filing pursuant to Rule $13 d-1(k)(1)$ in which case it may not be necessary to check row
2 (b) ].
(3) The third row is for SEC internal use; please leave blank.
(4) Citizenship or Place of Organization---

Furnish citizenship if the named reporting person is a natural person. Otherwise, furnish place of organization.
(5)-(9), (11)Aggregated Amount Beneficially

Owned By Each Reporting Person, etc.---Rows (5) through (9) inclusive, and (11) are to be completed in accordance with the provisions of
Item 4 of Schedule $13 G$. All percentages are to be rounded off to the nearest tenth (one
place after decimal point).
(10) Check if the aggregate amount reported as beneficially owned in row 9 does not include shares as to which beneficial ownership is disclaimed pursuant to Rule $13 d-4$ under the

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Securities Exchange Act of 1934.
(12)Type of Reporting Person---Please classify
    each "reporting person" according to the
following breakdown (see Item 3 of Schedule 13G)
    and place the appropriate symbol on the
form:
Category
Symbol
Broker Dealer
BD
Bank
BK
Insurance Company
IC
Investment Company
IV
Investment Adviser
IA
Employee Benefit Plan or Endowment Fund
EP
Parent Holding Company/Control Person
HC
Savings Association
SA
Church Plan
CP
Corporation
CO
Partnership
PN
Individual
IN
Other
OO
Notes:
Attach as many copies of the second part of the
cover page as are needed, one reporting
person per page.
Filing persons may, in order to avoid unnecessary
duplication, answer items on the
schedules (Schedule 13D, 13G, or 14D-1) by
appropriate cross references to an item or items
on the cover page(s). This approach may only be used
    where the cover page item or items
provide all the disclosure required by the schedule
    item. Moreover, such a use of a cover
page item will result in the item becoming a part
    of the schedule and accordingly being
considered as "filed" for purposes of Section 18
of the Securities Exchange Act or
otherwise subject to the liabilities of that section
    of the Act.
Reporting persons may comply with their cover page
    filing requirements by filing either
completed copies of the blank forms available from
    the Commission, printed or typed
facsimiles, or computer printed facsimiles,
provided the documents filed have identical
formats to the forms prescribed in the Commission's
    regulations and meet existing
Securities Exchange Act rules as to such matters as
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    clarity and size (Securities Exchange
Act Rule 12b-12).
SPECIAL INSTRUCTIONS FOR COMPLYING WITH SCHEDULE 13G
Under Sections 13(d), 13(g), and 23 of the Securities
    Exchange Act of }1934\mathrm{ and the rules
and regulations thereunder, the Commission is
authorized to solicit the information
required to be supplied by this schedule by certain
    security holders of certain issuers.
Disclosure of the information specified in this
    schedule is mandatory, except for I.R.S.
identification numbers disclosure of which is voluntary.
    The information will be used for
the primary purpose of determining and disclosing the
    holdings of certain beneficial owners
of certain equity securities. This statement will be
    made a matter of public record.
Therefore, any information given will be available for
    inspection by any member of the
public.
Because of the public nature of the information, the
Commission can utilize it for a
variety of purposes, including referral to other
governmental authorities or securities
self-regulatory organizations for investigatory
purposes or in connection with litigation
involving the Federal securities laws or other civil,
    criminal or regulatory statues or
provisions. I.R.S. identification numbers, if furnished,
    will assist the commission in
identifying security holders and, therefore, in
promptly processing statements of
beneficial ownership of securities.
Failure to disclose the information requested by this
    schedule, except for I.R.S.
identification numbers, may result in civil or
criminal action against the persons involved
for violation of the Federal securities laws and
    rules promulgated thereunder.
General Instructions
Statements filed pursuant to Rule 13d-1(b) containing
    the information required by this
schedule shall be filed not later than February 14
    following the calendar year covered by
the statement or within the time specified in Rules
    13d1(b)(2) and 13d-2(c). Statements
filed pursuant to Rule 13d-1(c) shall be filed within
    the time specified in Rules 13d-1(c),
13d- 2(b) and 13d-2(d). Statements filed pursuant to Rule
13d-1(d) shall be filed not later
than February }14\mathrm{ following the calendar year covered
by the statement pursuant to Rules
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$13 d-1(d)$ and $13 d-2(b)$.
Information contained in a form which is required to
be filed by rules under Section $13(f)$
for the same calendar year as that covered by a statement
on this schedule may be
incorporated by reference in response to any of the items
of this schedule. If such

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information is incorporated by reference in this schedule,
    copies of the relevant pages of
such form shall be filed as an exhibit to this schedule.
The item numbers and captions of the items shall be
    included but the text of the items is
to be omitted. The answers to the items shall be so
    prepared as to indicate clearly the
coverage of the items without referring to the text
    of the items. Answer every item. If an
item is inapplicable or the answer is in the negative,
    so state.
Item 1.
Item 1(a) Name of issuer:
PreMD Inc
Item 1(b) Address of issuer's principal executive offices:
615-4211 Yonge St.
Toronto Ontario M2P 2A9
Item 2.
2(a) Name of person filing: Goldman Capital Management Inc.
    2(b) Address or principal business office or,
    if none, residence:
320 Park Ave.
New York NY 10022
2(c) Citizenship: US
2(d) Title of class of securities: Common
2(e) CUSIP No.: 74047Y105
Item 3.
If this statement is filed pursuant to Rules 13d-1(b),
    or 13d-2(b) or (c), check whether
the person filing is a:
[ ] Broker or dealer registered under Section 15 of the Act.
[ ] Bank as defined in Section 3(a)(6) of the Act.
[ ] Insurance company as defined in Section 3(a)(19) of
    the Act.
[ ] Investment company registered under Section 8 of the
    Investment Company Act of 1940.
[X ] An investment adviser in accordance with Rule 13d1
(b) (1) (ii) (E);
[ ] An employee benefit plan or endowment fund in
accordance with Rule 13d-1(b) (1) (ii)(F);
[ ] A parent holding company or control person in
accordance with Rule 13d-1(b) (1) (ii) (G);
[ ] A savings associations as defined in Section 3(b)
    of the Federal Deposit Insurance Act
(12 U.S.C. 1813);
[ ] 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;
[ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
Item 4. Ownership
Provide the following information regarding the aggregate
    number and percentage of the
class of securities of the issuer identified in Item 1.
Amount beneficially owned: 0
Percent of class: 0
Number of shares as to which such person has:
Sole power to vote or to direct the vote:
Shared power to vote or to direct the vote:
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Sole power to dispose or to direct the disposition of
    shared power to dispose or to direct the disposition of:
Instruction. For computations regarding securities which
    represent a right to acquire an
underlying security see Rule 13d-3(d)(1).
Item 5.
Ownership of 5 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 5 percent of the class of securities,
    check the following [ X ].
Instruction. Dissolution of a group requires a response
    to this item.
Item 6. Ownership of More than 5 Percent on Behalf of
    Another Person
If any other person is known to have the right to receive
    or the power to direct the
receipt of dividends from, or the proceeds from the sale
    of, such securities, a statement
to that effect should be included in response to this item
and, if such interest relates to
more than 5 percent of the class, such person should be
    identified. A listing of the
shareholders of an investment company registered under
the Investment Company Act of }194
or the beneficiaries of employee benefit plan, pension
    fund or endowment fund is not
required.
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.
If a parent holding company or control person has filed
this schedule pursuant to Rule
13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach
    an exhibit stating the identity
and the Item 3 classification of the relevant subsidiary.
If a parent holding company or
control person has filed this schedule pursuant to Rule
13d1(c) or Rule 13d-1(d), attach
an exhibit stating the identification of the relevant
subsidiary.
N/A
Item 8. Identification and Classification of Members of
    the Group
If a group has filed this schedule pursuant to Rule 13d1(b)
(ii)(J), so indicate under Item
3(j) and attach an exhibit stating the identity and Item 3
    classification of each member of
the group. If a group has filed this schedule pursuant to
Rule 13d-1(c) or Rule 13d-1(d),
attach an exhibit stating the identity of each member of
    the group.
N/A
Item 9. Notice of Dissolution of Group
Notice of dissolution of a group may be furnished as an
exhibit stating the date of the
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dissolution and that all further filings with respect to
transactions in the security
reported on will be filed, if required, by members of the
    group, in their individual
capacity. See Item 5.
N/A
Item 10. Certifications
The following certification shall be included if the
statement is filed pursuant to Rule
13d-1(b):
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
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.
The following certification shall be included if the
    statement is filed 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.
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: September 4, 2009
Signature: Neal I Goldman
Name/Title: Neal I Goldman, President
The original statement shall be signed by each person
    on whose behalf the statement is
filed or his authorized representative. If the statement
    is signed on behalf of a person by
his authorized representative other than an executive
officer or general partner of the
filing person, evidence of the representative's authority
    to sign on behalf of such person
shall be filed with the statement, provided, however, that
    a power of attorney for this
purpose which is already on file with the Commission may
    be incorporated by reference. The
name and any title of each person who signs the statement
    shall be typed or printed beneath
his signature.
Note: Schedules filed in paper format shall include a
    signed original and five copies of
the schedule, including all exhibits. See Rule 13d-7 for
    other parties for whom copies are
to be sent.
Attention: Intentional misstatements or omissions of
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    fact constitute Federal criminal
violations (see 18 U.S.C. 1001).
Regulatory History
4 3 ~ F R ~ 1 8 4 9 9 , ~ A p r i l ~ 2 8 , ~ 1 9 7 8 , ~ a s ~ a m e n d e d ~ a t ~ 4 3 ~ F R ~ 5 5 7 5 6 ,
    Nov. 29, 1978; 44 FR 2148, Jan. 9,
1979; 44 FR 11751, March 2, 1979; 61 FR 49957, 49959,
Sept. 24, 1996; 62 FR 35338, 35340,
July 1, 1997; 63 FR 2854, 2867, Jan. 16, 1998, as
corrected at 63 FR 15286, 15287, March
31, 1998
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reg13D.html" Contents HYPERLINK "http://www.law.uc.edu/
CCL/34ActRls/rule13e-1.html"Next
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