

HEYER ANDREW R
Form 3
June 17, 2009

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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HEYER ANDREW R</p> <p>(Last) (First) (Middle)</p> <p>C/O MISTRAL CAPITAL MANAGEMENT, LLC, Â 650 FIFTH AVENUE, 31ST FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10019</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/16/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>JAMBA, INC. [JMBA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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)

| | | | | | |
|---|--|--|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|--|---|---|--|

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| | | | Shares | | | or Indirect (1) (Instr. 5) | |
|---|-------|-------|--|------------|--------|----------------------------------|------------------|
| Series B-1 Conv. Preferred Stock, par value \$0.001/share | Â (4) | Â (4) | Common Stock, par value \$0.001 per share ("Common Stock") | 11,852,400 | \$ (4) | I (1) | See footnote (1) |
| Series B-1 Conv. Preferred Stock, par value \$0.001/share | Â (4) | Â (4) | Common Stock | 4,270,200 | \$ (4) | I (2) | See footnote (2) |
| Series B-1 Conv. Preferred Stock, par value \$0.001/share | Â (4) | Â (4) | Common Stock | 877,400 | \$ (4) | I (3) | See footnote (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEYER ANDREW R C/O MISTRAL CAPITAL MANAGEMENT, LLC 650 FIFTH AVENUE, 31ST FLOOR NEW YORK, NY 10019 | Â X | Â X | Â | Â |
| MISTRAL EQUITY GP LLC 650 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |
| Mistral Equity Partners LP 650 FIFTH AVENUE 31ST FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| /s/ Andrew R. Heyer | 06/17/2009 |
| **Signature of Reporting Person | Date |
| /s/ Andrew R. Heyer, as CEO and Managing Director of Mistral Equity GP, LLC | 06/17/2009 |
| **Signature of Reporting Person | Date |
| /s/ Andrew R. Heyer, as CEO and Managing Director of Mistral Equity GP, LLC, the general partner of Mistral Equity Partners, LP | 06/17/2009 |
| **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) See Exhibit 99.1

(2) See Exhibit 99.1

(3) See Exhibit 99.1

(4) See Exhibit 99.1

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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