

CAREGUIDE INC
Form SC 13D/A
March 04, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

CareGuide, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

702915109

(CUSIP Number)

Albert S. Waxman
Psilos Group Managers, LLC
140 Broadway, 51st Floor
New York, NY 10005
212-242-8844

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 28, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

..

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 to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

SEC 1746 (12-91)

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos Group Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER 13,265,742
NUMBER OF		
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		13,265,742
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,265,742

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.1%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos Group Investors II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		13,265,742
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		13,265,742
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,265,742

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
20.1%

14 TYPE OF REPORTING PERSON
00

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos Group Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		3,602,910
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		3,602,910
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,602,910

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos Group Investors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		3,602,910
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		3,602,910
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,602,910

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6 %

14 TYPE OF REPORTING PERSON

00

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		6,259,042
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		6,259,042
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,259,042

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6%

14 TYPE OF REPORTING PERSON

PN

6

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		20,759,671
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		20,759,671
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,759,671

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.2%

14 TYPE OF REPORTING PERSON

PN

7

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund IV, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		6,259,042
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		6,259,042
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,259,042

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6%

14 TYPE OF REPORTING PERSON

OO

8

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Essex Woodlands Health Ventures Fund V, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
		20,759,671

SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
		0

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		20,759,671

WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,759,671

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.2%

14 TYPE OF REPORTING PERSON

00

9

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

James L. Currie

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		0
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		27,018,713
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		27,018,713

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,018,713

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.2%

14 TYPE OF REPORTING PERSON

IN

10

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Martin P. Sutter

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		0
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		27,018,713
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		27,018,713

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,018,713

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.2%

14 TYPE OF REPORTING PERSON

IN

11

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Immanuel Thangaraj

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		0
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		27,018,713
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		27,018,713

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,018,713

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.2%

14 TYPE OF REPORTING PERSON

IN

12

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Mark L. Pacala

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		0
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		27,018,713
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		27,018,713

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,018,713

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

40.2%

14 TYPE OF REPORTING PERSON

IN

13

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

John Pappajohn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		19,338,600
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		19,338,600
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,338,600

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.9%

14 TYPE OF REPORTING PERSON

IN

14

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Derace Schaffer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
		10,096,239
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		10,096,239
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,096,239

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.6%

14 TYPE OF REPORTING PERSON

IN

15

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS.

Hickory Venture Capital Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Alabama

7

SOLE VOTING POWER
16,962,017

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER
0

EACH
REPORTING
PERSON

9

SOLE DISPOSITIVE POWER
16,962,017

WITH

10

SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,962,017

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

26.6%

14 TYPE OF REPORTING PERSON

CO

16

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos/CareGuide Investment, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		12,833,333
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		12,833,333
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,833,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

14 TYPE OF REPORTING PERSON

PN

17

CUSIP No. 702915109

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Psilos Group Investors III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b) Joint Filing

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF		12,833,333
SHARES	8	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		12,833,333
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON		0
WITH		

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,833,333

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

14 TYPE OF REPORTING PERSON

00

18

Item 1. Security and Issuer

The Schedule 13D filed with the Securities and Exchange Commission on February 6, 2006, as previously amended on April 18, 2008 (as amended prior to the date hereof, the "Initial Statement") by the Reporting Persons with respect to the shares of the Common Stock, par value \$0.01 per share (the "Common Stock"), of CareGuide, Inc., a Delaware corporation (the "Issuer") is hereby further amended to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Initial Statement.

Item 2. Identity and Background

ITEM 2 OF THE INITIAL STATEMENT IS HEREBY AMENDED AS FOLLOWS:

(a)–(c) This item is amended to include among the Reporting Persons Psilos/CareGuide Investment, L.P., a Delaware limited partnership ("Psilos/CareGuide"), and Psilos Group Investors III, L.L.C., a Delaware limited liability company ("Psilos Group Investors," and, together with Psilos/CareGuide, the Psilos General Partners and the Psilos Funds, "Psilos").

The names of the directors/managers and executive officers of Psilos/CareGuide and Psilos Group Investors, their business addresses, their present principal occupations or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted other than Psilos are incorporated by reference from Exhibit 1 hereto.

The principal business of Psilos/CareGuide is venture capital investments. The principal business of Psilos Group Investors is to serve as the general partner of Psilos/CareGuide. Mr. Waxman is the senior managing member of Psilos Group Investors. The principal place of business of Psilos/CareGuide and Psilos Group Investors is 140 Broadway, 51st Floor, New York, NY 10005.

During the past five years, none of Psilos/CareGuide, Psilos Group Investors, nor any of the persons listed in Exhibit 1 has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or other Consideration

ITEM 3 OF THE INITIAL STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

On January 28, 2009, the Issuer and the Series A Investors completed the transactions contemplated by a Series A Preferred Stock Purchase Agreement, dated as of July 17, 2008, as amended (the "Purchase Agreement"), pursuant to which the Issuer sold to the Series A Investors an aggregate of 5,033,333 shares (the "Shares") of its previously designated Series A Preferred Stock at a price of \$0.60 per share, for aggregate gross proceeds, before offering expenses, of approximately \$3.02 million, subject to the terms and conditions of the Purchase Agreement. In addition, further pursuant to the Purchase Agreement, the Company intends to sell to Psilos/CareGuide an additional 1,633,334 Shares at a price of \$0.60 per share.

On January 27, 2009, the Issuer filed an Amended Certificate of Designations, Powers, Preferences and Relative, Participating, Optional or Other Special Rights, and the Qualifications, Limitations or Restrictions Thereof of the Series A Preferred Stock (the "Certificate of Designations") to increase the authorized number of shares of Series A Preferred Stock from 6,250,000 shares to 12,916,667 shares.

The Shares were issued in a private placement pursuant to Rule 506 of the Securities Act of 1933, as amended (the "Securities Act"), and have not been and are not being registered under the Securities Act. The Shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

The net proceeds from the issuance of the Shares will be used to finance the purchase of fractional shares of Common Stock following the reverse split of the Common Stock on the terms described below, to pay costs and expenses related thereto and for working capital.

As of January 28, 2009, the number of shares of Series A Preferred Stock purchased by the Series A Investors and the number of shares of Common Stock issuable upon conversion of the outstanding shares of Series A Preferred Stock are as follows:

INVESTOR	NUMBER OF SHARES OF SERIES A PREFERRED PURCHASED	NUMBER OF SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION
Essex	1,916,667	9,583,335
Psilos	4,283,334	21,416,670
Hickory	1,333,332	6,666,660
Derace Schaffer, M.D.	1,666,665	8,333,325
John Pappajohn	2,083,335	10,416,675

Item 4. Purpose of Transaction

ITEM 4 OF THE INITIAL STATEMENT IS HEREBY AMENDED TO ADD THE FOLLOWING:

The information contained in Item 3 is hereby incorporated by reference into this Item 4.

The net proceeds from the issuance of the Shares will be used to finance the reverse stock split (the “Reverse Stock Split”), which occurred on January 21, 2009. Under the terms of the Reverse Stock Split, each 50,000 shares of Common Stock was converted into one share of Common Stock and holders of less than 50,000 shares of Common Stock prior to the Reverse Stock Split will receive cash in the amount of \$0.14 per pre-split share.

Immediately following the Reverse Stock Split, the Issuer effected a 50,000-for-one forward split (the “Forward Stock Split,” and together with the Reverse Stock Split, the “Reverse/Forward Stock Split”) so that the number of shares held by each holder of at least one share of common stock following the Reverse Stock Split ultimately was unchanged after the Reverse/Forward Stock Split.

As a result of the Reverse/Forward Stock Split and the purchase of the Shares, including the additional 1,633,334 shares the Company intends to sell to Psilos/CareGuide, the number of the Issuer’s stockholders of record is fewer than 300 and the Reporting Persons beneficially own approximately 87% of the Issuer’s outstanding common stock, determined on an as-converted to common stock basis. The Issuer filed a Form 15 with the Commission on January 21, 2009 to cease filing periodic reports with the Commission in accordance with the Commission’s rules and regulations and its shares of Common Stock ceased to be quoted on the OTC Bulletin Board.

Item 5. Interest in Securities of the Issuer.

ITEM 5 OF THE INITIAL STATEMENT IS HEREBY AMENDED AND RESTATED AS FOLLOWS:

The aggregate number and percentage of common stock beneficially owned by each of the Reporting Persons is set forth on the cover page of this Schedule 13D/A and is incorporated by reference herein. Percentages are based on 56,041,918 shares of common stock outstanding as of January 28, 2009, which represents 67,538,976 shares of common stock outstanding prior to the Reverse Stock Split, less an estimated 11,497,058 shares cashed out in the Reverse Stock Split.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information contained in Items 3 and 4 is hereby incorporated by reference into this Item 6.

Item 7. Material to be filed as Exhibits.

ITEM 7 OF THE INITIAL STATEMENT IS HEREBY AMENDED TO INCLUDE THE FOLLOWING:

1. List of Executive Officers and Directors/Managers of Psilos/CareGuide and Psilos Group Investors.
2. Joinder to Joint Filing Agreement.
3. Series A Preferred Stock Purchase Agreement, dated as of July 17, 2008, as amended.

Signature

After reasonable inquiry and to the best of its knowledge and belief, the undersigned each certifies that the information set forth in this statement is true, complete and correct.

March 4, 2009

PSILOS GROUP PARTNERS II, L.P.

By: Psilos Group Investors, II, L.L.C.

By: /s/
Name: Albert S. Waxman
Title: Senior Managing Member

PSILOS GROUP PARTNERS, L.P.

By: Psilos Group Investors, L.L.C.

By: /s/
Name: Albert S. Waxman
Title: Senior Managing Member

PSILOS/CAREGUIDE INVESTMENT, L.P.