

NOFIRE TECHNOLOGIES INC

Form 4

December 28, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TISCH ANDREW H

(Last) (First) (Middle)

**C/O TISCH FAMILY
INTERESTS, 667 MADISON
AVENUE**

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NOFIRE TECHNOLOGIES INC
[NFTI]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 ⁽¹⁾	12/23/2004		S	160,000	D \$ 0.001	0	D
Common Stock	12/23/2004		S	6,720,243	D <u>(2)</u>	0	I
							See footnote (3)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Shares
Common Stock Warrants (right to buy)	\$ 0.72	12/23/2004		S		1,821,937		<u>(4)</u>	01/07/2005	Common Stock	1,821,937
Common Stock Warrants (right to buy)	\$ 0.72	12/23/2004		S		1,821,938		<u>(4)</u>	02/15/2005	Common Stock	1,821,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH ANDREW H C/O TISCH FAMILY INTERESTS 667 MADISON AVENUE NEW YORK, NY 10021			X	

Signatures

/s/ Andrew H. Tisch 12/28/2004

**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).

Because of certain historic relationships with other shareholders of the Issuer, the Reporting Person is filing solely for informational purposes as if he were a member of a group with such shareholders. However, he disclaims that he and any other person or persons in fact

- (1) constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or that he is the beneficial owner of, or has a pecuniary interest in, any securities owned by any other person. See Exhibit 99.1 for information regarding certain of the shareholders of the Issuer referred to.
- (2) The sales price for all of the common stock and warrants was \$6,720.24, which was not allocated to specific shares or warrants.

Edgar Filing: NOFIRE TECHNOLOGIES INC - Form 4

- (3) Represents shares and/or warrants owned by NF Partners, LLC, a Delaware limited liability company, of which the Reporting Person is manager.
- (4) Immediately.

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.