

KAIROUZ HABIB
Form 3
December 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *

Â RHO Ventues VI LP
(Last) (First) (Middle)

152 WEST 57TH STREET,
23RD FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/21/2009

3. Issuer Name and Ticker or Trading Symbol
BLUEFLY INC [BFLY]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

2,786,337

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

I (1) (2)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

See notes (1) (2)

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)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHO Ventues VI LP 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Rho Capital Partners LLC 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
RMV VI, L.L.C. 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
RUCH JOSHUA 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
KAIROUZ HABIB 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
LESCHLY MARK 152 WEST 57TH STREET, 23RD FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

/s/ Jeffrey I. Martin, Authorized Signer	12/21/2009
**Signature of Reporting Person	Date
/s/ Jeffrey I. Martin, Authorized Signer	12/21/2009
**Signature of Reporting Person	Date
/s/ Jeffrey I. Martin, Authorized Signer	12/21/2009
**Signature of Reporting Person	Date
/s/ Jeffrey I. Martin, Authorized Signer	12/21/2009
**Signature of Reporting Person	Date
/s/ Jeffrey I. Martin, Authorized Signer	12/21/2009
**Signature of Reporting Person	Date
	12/21/2009

/s/ Jeffrey I. Martin, Authorized
Signer

__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) The reported shares (the "Shares") are owned directly by Rho Ventures VI, L.P. ("Rho Ventures"). RMV VI, L.L.C. ("RMV"), is the general partner of Rho Ventures, Rho Capital Partners LLC ("Rho Capital Partners") is the managing member of RMV, and Mark Leschly, Habib Kairouz and Joshua Ruch are managing members of Rho Capital Partners. RMV disclaims beneficial ownership of the Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its general partner interest in Rho Ventures. Rho Capital Partners disclaims beneficial ownership of the Shares, except to the extent of its pecuniary interest, if any, in the Shares by virtue of its membership interest in RMV. (Continued to footnote 2)

(2) Each of Mark Leschly, Habib Kairouz and Joshua Ruch disclaims beneficial ownership of the Shares, except to the extent of his pecuniary interest, if any, in the Shares by virtue of his membership interest in Rho Capital Partners and, as applicable, direct or indirect limited partner interest in Rho Ventures. The reporting persons may be deemed to be members of a Section 13(d) group owning more than 10% of the issuer's outstanding common stock, based upon Rho Ventures being party to that certain Amended and Restated Voting Agreement (the "Voting Agreement") dated December 21, 2009. Pursuant to that agreement, Rho Ventures has certain rights, including the right to designate, subsequent to the acquisition of the Shares to which this report relates, two representatives on the board of directors of the issuer.

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Remarks:

*Â OnÂ behalfÂ ofÂ RhoÂ Ventures,Â RMV,Â RhoÂ CapitalÂ Partners,Â MarkÂ Leschly,Â HabibÂ KairouzÂ andÂ Joshu

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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