

CAREGUIDE INC  
Form 4  
November 04, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WAXMAN ALBERT S

(Last) (First) (Middle)

C/O PSILOS GROUP MANAGERS, L.L.C., 140 BROADWAY, 51ST FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CAREGUIDE INC [CGDE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                         |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|-------------------------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount Number of Shares |
| Warrant (right to buy) | \$ 0.1375                                | 11/01/2008           | A               |   | 106,000          |                  | 11/01/2008       | 10/01/2012      | Common Stock | 106,000                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WAXMAN ALBERT S<br>C/O PSILOS GROUP MANAGERS, L.L.C.<br>140 BROADWAY, 51ST FLOOR<br>NEW YORK, NY 10005 | X             |           |         |       |
| PSILOS GROUP PARTNERS L P<br>140 BROADWAY, 51ST FLOOR<br>NEW YORK, NY 10005                            |               | X         |         |       |
| PSILOS GROUP PARTNERS II, L.P.<br>140 BROADWAY, 51ST FLOOR<br>NEW YORK, NY 10005                       |               | X         |         |       |

## Signatures

/s/ Brian F. Leaf,  
attorney-in-fact

11/04/2008

\*\*Signature of Reporting Person

Date

Brian F. Leaf,  
attorney-in-fact

11/04/2008

\*\*Signature of Reporting Person

Date

Brian F. Leaf,  
attorney-in-fact

11/04/2008

\*\*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).

(1) The warrants were issued to Psilos Group Partners II, L.P. in consideration for its guarantee of the Issuer's obligations under a debt facility.

(2) Securities are owned of record by Psilos Group Partners II, L.P. Albert S. Waxman, a director of the issuer, is the senior managing member of Psilos Group Investors II, LLC, which is the general partner of Psilos Group Partners II, L.P., and therefore may be deemed to beneficially own the securities owned by Psilos Group Partners II, L.P. Dr. Waxman disclaims beneficial ownership of the reported securities herein except to the extent of his pecuniary interest therein.

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