

CAREGUIDE INC
Form 4
November 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
Pacala Mark L

(Last) (First) (Middle)

C/O ESSEX WOODLANDS
HEALTH VENTURES, 10001
WOODLOCK FOREST DRIVE,
SUITE 175

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2006

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 Following 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	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)

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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 Security (Instr. 3 and 4)
Warrant to Purchase Common Stock	\$ 0.0032	11/17/2006		J(1)(2)(3)	171,146	11/17/2006 11/17/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacala Mark L C/O ESSEX WOODLANDS HEALTH VENTURES 10001 WOODLOCK FOREST DRIVE, SUITE 175 THE WOODLANDS, TX 77380	X	X		
ESSEX WOODLANDS HEALTH VENTURES FUND V LP C/O ESSEX WOODLANDS HEALTH VENTURES 10001 WOODLOCK FOREST DRIVE, SUITE 175 THE WOODLANDS, TX 77380			X	
ESSEX WOODLANDS HEALTH VENTURES FUND IV L P C/O ESSEX WOODLANDS HEALTH VENTURES 10001 WOODLOCK FOREST DRIVE, SUITE 175 THE WOODLANDS, TX 77380			X	

Signatures

/s/ Mark Pacala 11/17/2006
**Signature of Reporting Person Date

By: Essex Woodlands Health Ventures V, L.L.C., its General Partner, by /s/ Mark Pacala, Manager 11/17/2006
**Signature of Reporting Person Date

By: Essex Woodlands Health Ventures IV, L.L.C., its General Partner, by /s/ Mark Pacala, Manager 11/17/2006
**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).

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Shares are beneficially owned by Essex Woodlands Health Ventures Fund V, L.P. Represents shares held in escrow for the benefit of former stockholders of CCS Consolidated, Inc. whose shares were converted into shares of the Issuer as a result of a merger between CCS Consolidated, Inc. and the Issuer. The Reporting Persons previously reported the ownership of 746,485 shares of the Issuer's common stock on a Form 3 filed on February 6, 2006, which represented the minimum number of shares issuable to Essex Woodlands Health Ventures Fund V, L.P. upon termination of the escrow arrangement and liquidation of the escrow account as of such date. Essex Woodlands Health Ventures Fund V, L.P. holds a warrant which entitles it to purchase additional shares currently held in the escrow account, subject to the terms thereof.

(1) On each of February 17, 2006, May 17, 2006 and August 17, 2006, the warrant became exercisable for an additional number of shares, and on each of February 22, 2006, May 19, 2006 and August 18, 2006, the Reporting Persons filed a Form 4 reporting the acquisition of 171,147 shares of the Issuer's common stock underlying such warrant. On November 17, 2006, the warrant became exercisable for an additional number of shares, such that the warrant is now exercisable for the maximum number of shares underlying the warrant. The shares reported herein represent an increase in the minimum number of shares issuable to Essex Woodlands Health Ventures Fund V, L.P. upon exercise of the warrant in full and termination of the escrow agreement.

(2) Mark L. Pacala, one of Issuer's directors, is a manager of Essex Woodlands Health Ventures V, L.L.C, the general partner of Essex Woodlands Health Ventures Fund V, L.P., and therefore may be deemed to beneficially own the securities owned by Essex Woodlands Health Venture Fund V, L.P. Mr. Pacala disclaims beneficial ownership of the reported securities herein except to the extent of his pecuniary interest therein.

(3) 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.