

CAREGUIDE INC  
Form 3  
January 02, 2008

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

OMB APPROVAL

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**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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â PSILOS GROUP PARTNERS II, L.P.			(Month/Day/Year) 12/28/2007		CAREGUIDE INC [CGDE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
625 AVENUE OF THE AMERICAS, 4TH FLOOR			(Check all applicable)			
(Street)			___ Director		___X___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
NEW YORK, NY 10011			___ Officer		___ Other	
(City)	(State)	(Zip)	(give title below)		(specify below)	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,191,330 <sup>(1)</sup>	D	Â
Common Stock	3,311,246 <sup>(2)</sup>	D	Â

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

SEC 1473 (7-02)

**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 number.**

**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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Series A Preferred Stock	Â (3)	Â (3)	Common Stock	2,083,335	\$ 0.12 (4)	D (5) Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PSILOS GROUP PARTNERS II, L.P. 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	Â	Â X	Â	Â
PSILOS GROUP PARTNERS L P 625 AVENUE OF THE AMERICAS, 4TH FLOOR NEW YORK, NY 10011	Â	Â X	Â	Â

## Signatures

/s/ Brian F. Leaf,  
attorney-in-fact  
12/31/2007  
\*\*Signature of Reporting Person Date

Brian F. Leaf,  
attorney-in-fact  
12/31/2007  
\*\*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 shares of common stock are held of record by Psilos Group Partners II, L.P. Albert S. Waxman, a director of the issuer, is senior managing member of the general partner of each of Psilos Group Partners II, L.P. and Psilos Group Partners, L.P.
- (2) The shares of common stock are held of record by Psilos Group Partners, L.P. Albert S. Waxman, a director of the issuer, is senior managing member of the general partner of each of Psilos Group Partners II, L.P. and Psilos Group Partners, L.P.
- (3) The Series A Preferred Stock is convertible into shares of the issuer's common stock at any time at the holder's election and has no expiration date. The Series A Preferred Stock is also automatically convertible into shares of the issuer's common stock upon the election of a majority of the holders of the Series A Preferred Stock or upon the consummation of certain transactions involving the issuer.
- (4) The shares of Series A Preferred Stock are initially convertible into shares of the issuer's common stock on a 5-for-1 basis.
- (5) The shares of Series A Preferred Stock are owned of record by Psilos Group Partners II, L.P.

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**Remarks:**  
ExhibitÂ List

ExhibitÂ 24Â -Â AuthorizationÂ Letter

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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