

RITA MEDICAL SYSTEMS INC
 Form 4
 June 13, 2005

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

OMB APPROVAL

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

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 *
 FALK MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 RITA MEDICAL SYSTEMS INC
 [RITA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/09/2005

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

1 NORTH CLEMATIS STREET, SUITE 300

(Street)

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

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

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock, par value \$.001 per share | 06/09/2005 | | S | 2,733 D \$ 2.8201 | 4,105,022 | I | See footnotes (1) (2) (3) (4) (5) (6) |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FALK MICHAEL 1 NORTH CLEMATIS STREET SUITE 300 WEST PALM BEACH, FL 33401 | | X | | |
| COMVEST VENTURE PARTNERS LP 830 THIRD AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|---|------------|
| /s/Michael S. Falk | 06/13/2005 |
| **Signature of Reporting Person | Date |
| ComVest Venture Partners, L.P., By: ComVest Management, LLC, /s/Michael S. Falk | 06/13/2005 |
| **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) On the date hereof, the Reporting Person has a direct beneficial ownership interest in 168,146 shares of common stock, par value \$.001 per share ("Common Stock") of Rita Medical Systems, Inc. [RITA].
- On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 22,120 shares of Common stock, which are directly beneficially owned by the Mikaela Falk Trust, which the Reporting Person may be deemed to beneficially own by virtue of the
- (2) fact that the Reporting Person's wife, Annie Falk, is Trustee of the Mikaela Falk Trust. The Reporting Person disclaims beneficial ownership with respect to these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 or for any other purpose.
- (3)

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On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 22,120 shares of Common Stock, which are directly beneficially owned by the Gianna Falk Trust, which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person's wife, Annie Falk, is Trustee of the Gianna Falk Trust. The Reporting Person disclaims beneficial ownership with respect to these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares for purposes of Section 16 or for any other purpose.

(4) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 3,833,590 shares of Common Stock, which are directly beneficially owned by ComVest Venture Partners, L.P. ("ComVest"), which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person is the Chairman and principal member of CAGH (the sole member of ComVest Management LLC, the general partner of ComVest).

(5) On the date hereof, the Reporting Person has an indirect beneficial ownership interest in 59,046 shares of Common Stock, which are directly beneficially owned by Commonwealth Associates Group Holdings, LLC ("CAGH"), which the Reporting Person may be deemed to beneficially own by virtue of the fact that the Reporting Person is the Chairman and principal member of CAGH.

(6) The sale of 2,733 shares of Common Stock reported herein was made by Commonwealth Associates, L.P. ("Commonwealth"), which the reporting person has an indirect beneficial ownership interest in. As a result of the sale, Commonwealth no longer has a direct beneficial ownership interest in any shares of Common Stock.

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.