

Edgar Filing: DCAP GROUP INC - Form SC 13D/A

DCAP GROUP INC
Form SC 13D/A
November 03, 2008

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 11)

DCAP GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

233065101

(CUSIP Number)

Michael Feinsod
Infinity Capital, LLC
767 Third Avenue
16th Floor
New York, New York 10017
(212) 752-2777

Elliot Press, Esq.
c/o Katten Muchin Rosenman LLP
575 Madison Avenue
New York, New York 10022
(212) 940-6348

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

October 23, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b) (3) or (4), check the following box ☐.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see

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the Notes).

SCHEDULE 13D

CUSIP No. 233065101

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Infinity Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS *

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		487,495 shares
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER
		487,495 shares
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,495 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.40%

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14 TYPE OF REPORTING PERSON

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 233065101

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Infinity Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS *

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

NUMBER OF 8 SHARED VOTING POWER
SHARES

BENEFICIALLY
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

WITH

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.40%

14 TYPE OF REPORTING PERSON

OO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 233065101

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Infinity Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS *

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

487,495 shares

(comprised of shares held by Infinity Capital Partners, L.P.)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

487,495 shares

(comprised of shares held by Infinity Capital Partners, L.P.)

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10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.40%

14 TYPE OF REPORTING PERSON

OO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 233065101

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Feinsod

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS *

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER
	487,495 shares	
	(comprised of shares held by Infinity Capital Partners, L.P.)	
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,495 shares
(comprised of shares held by Infinity Capital Partners, L.P.)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.40%

14 TYPE OF REPORTING PERSON

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 11 amends the Statement on Schedule 13D relating to the Common Stock (the "Common Stock") of DCAP Group, Inc. (the "Company"), a company organized and existing under the laws of the State of Delaware, filed by Infinity Capital Partners, L.P., a Delaware limited partnership ("Partners"), (ii) Infinity Capital, LLC, a Delaware limited liability company ("Capital"), (iii) Infinity Management, LLC, a Delaware limited liability company ("Management"), and (iv) Michael Feinsod (Partners, Capital, Management and Mr. Feinsod are hereinafter collectively referred to as the "Reporting Persons") on December 8, 2006, as amended by Amendments No. 1, 2, 3, 4, 5, 6, 7, 8, 9 and 10 filed on December 19, 2006, December 20, 2006, January 5, 2007, January 30, 2007, March 8, 2007, May 16, 2007, June 28, 2007, August 15, 2007, December 11, 2007 and March 20, 2008, respectively. Defined terms used but not otherwise defined in this Amendment No. 9 shall have the meanings ascribed thereto in the Statement on Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended as follows:

The aggregate amount of funds used to purchase the shares of Common Stock acquired by Partners since the filing of Amendment No. 10 to the Schedule 13D is \$21,376.

Item 4. Purpose of Transaction.

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Item 4 is hereby amended by adding the following:

On October 23, 2008, Mr. Feinsod was appointed to the Company's board of directors. The Reporting Persons are concerned about the recent performance of the Company and intend to closely monitor developments at the Company. As a member of the board of directors of the Company, Mr. Feinsod will be involved in deliberations and discussions on various issues affecting the Company, which could include, from time to time, matters set forth in subsection (b) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of the outstanding shares of Common Stock reported owned by each Reporting Person is based upon 2,972,746 shares of Common Stock outstanding as of October 22, 2008 as reported in the Company's Preliminary Proxy Statement filed on October 24, 2008.

As of the close of business on October 28, 2008:

(i) Partners owns 487,495 shares of Common Stock which constitute approximately 16.40% of the shares of Common Stock outstanding;

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(ii) Capital owns no shares of Common Stock directly. As sole general partner of Partners, Capital may be deemed under the provisions of Rule 13d-3 of the Exchange Act Rules, to be the beneficial owner of the 487,495 shares of Common Stock owned by Partners. Such shares of Common Stock constitute approximately 16.40% of the shares of Common Stock outstanding;

(iii) Management owns no shares of Common Stock directly. As the Investment Manager of Partners, Management may be deemed under the provisions of Rule 13d-3 of the Exchange Act Rules, to be the beneficial owner of the 487,495 shares of Common Stock that are owned by Partners. Such shares of Common Stock constitute approximately 16.40% of the shares of Common Stock outstanding; and

(iv) Michael Feinsod owns no shares of Common Stock directly. As the Managing Member of Capital and Management, the General Partner and Investment Manager, respectively, of Partners, Mr. Feinsod may be deemed under the provisions of Rule 13d-3 of the Exchange Act Rules, to be the beneficial owner of the 487,495 shares of Common Stock, that are owned by Partners. Such shares, in the aggregate, constitute approximately 16.40% of the shares of Common Stock outstanding.

Item 5(c) is hereby amended as follows:

(c) On September 19, 2008 Partners purchased 9,607 shares of Common Stock on the open market for \$0.78 per share. On September 23, 2008 Partners purchased 1,500 shares of Common Stock on the open market for \$0.79 per share.

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SIGNATURE

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After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 28, 2008

INFINITY CAPITAL PARTNERS, L.P.

By: Infinity Capital, LLC, its General Partner

By: /s/ Michael Feinsod

Name: Michael Feinsod
Title: Managing Member

INFINITY CAPITAL, LLC

By: /s/ Michael Feinsod

Name: Michael Feinsod
Title: Managing Member

INFINITY MANAGEMENT, LLC

By: /s/ Michael Feinsod

Name: Michael Feinsod
Title: Managing Member

/s/ Michael Feinsod

Michael Feinsod

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