

CAREGUIDE INC
Form 4
December 12, 2006

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 *
Barber Michael

(Last) (First) (Middle)

C/O CAREGUIDE, INC., 12301 NW
39TH STREET

(Street)

CORAL SPRINGS, FL 33065

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2006

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 Beneficial 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Convertible Promissory Note	\$ 1.5 ⁽¹⁾	12/08/2006	J ⁽²⁾	(A)	(D)	12/08/2009 ⁽³⁾	12/08/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barber Michael C/O CAREGUIDE, INC. 12301 NW 39TH STREET CORAL SPRINGS, FL 33065	X			

Signatures

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

12/12/2006

__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).

- In the event that the average closing price of CareGuide, Inc. common stock for the 20 consecutive trading days ending on the date prior to conversion is equal to or greater than \$1.50 per share, the outstanding principal and accrued interest under the Convertible Promissory Note will convert into shares of CareGuide common stock at \$1.50 per share. In the event that such average closing price at the time of
- (1) conversion is less than \$1.50 per share, the outstanding principal and accrued interest under the Convertible Promissory Note will convert into shares of CareGuide common stock at such average closing price, but not less than \$1.00 per share, and in such case the holder may elect to receive all or a portion of the amounts due under the Convertible Promissory Note in cash in lieu of shares of CareGuide common stock.
 - (2) The Convertible Promissory Note was received in exchange for common stock of Haelan Corporation and options and warrants to acquire shares of common stock of Haelan Corporation held by the reporting person, with such common stock of Haelan Corporation being valued at approximately \$289 per share, in connection with the merger of Haelan Corporation into a wholly owned subsidiary of CareGuide on December 8, 2006.
 - (3) The Convertible Promissory Note matures on December 8, 2009, subject to acceleration upon the occurrence of certain events specified therein, and will automatically convert on such date, subject in certain circumstances to the holder's election to receive a cash payment in lieu of shares.
 - (4) The number of shares reported represents the principal amount of the Convertible Promissory Note divided by \$1.50 per share, which is the maximum conversion price as described in footnote (1). The merger agreement also provides that the former shareholders of Haelan Corporation may receive additional shares of CareGuide common stock, valued by reference to the average closing price of CareGuide common stock for the 20 consecutive trading days ending on the last trading day before December 31, 2007, if Haelan's revenues during the year ending December 31, 2007 exceed \$4,380,000. The reporting person's right to receive additional shares pursuant to this earn-out right became fixed and irrevocable on December 8, 2006, the effective date of the merger.

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.