

GLOBIX CORP  
Form SC 13G/A  
February 13, 2006

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

**AMENDMENT NO. 2 TO  
SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**GLOBIX CORPORATION**

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(Name of Issuer)

Common Stock, \$.01 par value

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(Title of Class of Securities)

37957F200

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

LC Capital Master Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1 %

12 TYPE OF REPORTING PERSON\*

CO

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

LC Capital Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

PN, HC

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

LC Capital Advisors LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

OO, HC

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

Lampe, Conway & Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

OO, IV

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

LC Capital International LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

OO, IA

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

Steven G. Lampe

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER 9,502 shares

NUMBER OF  
SHARES 6 SHARED VOTING POWER 5,386,366 shares

BENEFICIALLY  
OWNED BY EACH 7 SOLE DISPOSITIVE POWER 9,502 shares

REPORTING  
PERSON 8 SHARED DISPOSITIVE POWER 5,386,366 shares

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,395,868 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

IN

\*See Instructions.

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CUSIP No. 37957F200

1 NAMES OF REPORTING PERSONS

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

Richard F. Conway

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0 shares

NUMBER OF  
SHARES

6 SHARED VOTING POWER

5,386,366 shares

BENEFICIALLY  
OWNED BY EACH  
REPORTING

7 SOLE DISPOSITIVE POWER

0 shares

PERSON  
WITH

8 SHARED DISPOSITIVE POWER

5,386,366 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,386,366 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9 )  
11.1%

12 TYPE OF REPORTING PERSON\*

IN

\*See Instructions.



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Item 1(a). Name of Issuer:

GLOBIX CORPORATION

Item 1(b). Address of Issuer's Principal Executive Offices:

139 Centre Street  
New York, NY 10013

Item 2(a). Name of Person Filing:

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, this Schedule 13G is filed on behalf of each of the reporting persons indicated in Item 1 of each of the cover pages of this Schedule 13G. The information required by this paragraph is set forth in Item 1 of each of the cover pages of this Schedule 13G and is incorporated herein by reference.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The information required by this paragraph is set forth on Annex A attached hereto and is incorporated herein by reference.

Item 2(c). Citizenship:

The information required by this paragraph is set forth in Item 4 of each of the cover pages of this Schedule 13G and is incorporated herein by reference.

Item 2(d). Title of Class of Securities:

common stock, \$.01 par value ( Common Stock )

Item 2(e). CUSIP Number:

37957F200

Item 3. Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

The information required by this paragraph is set forth in Item 9 of each of the cover pages of this Schedule 13G and is incorporated herein by reference.

LC Capital Master Fund, Ltd. (the Master Fund ) directly holds 4,901,177 shares of the Issuer's Common Stock, par value \$0.01 per share (the Common Stock ), 462,462 shares of the Issuer's preferred stock (the Preferred Stock ), which is convertible into Common Stock on a share-for-share basis, and rights to purchase 22,727 shares of Common Stock at a purchase price of \$2.75 (the Options ), and together with the Preferred Stock and the Common Stock, the Shares ). The Shares were acquired in separate transactions as follows: 770,646 shares of Common Stock were acquired on October 16, 2002;

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449,171 shares of Common Stock were acquired on September 22, 2003; and 3,226,815 shares of Common Stock and 462,462 shares of Preferred Stock were acquired on the conversion of common stock and preferred stock of NEON Communications, Inc. ( NEON ) into shares of Common Stock and Preferred Stock in connection with the merger of NEON with a subsidiary of the Issuer on March 7, 2005 (the Merger ). The Shares listed above also include 454,545 shares of Common Stock acquired upon a debt-for-equity exchange with the Issuer that took place concurrently with the Merger and rights to purchase 22,727 shares of Common Stock acquired in July 2005 pursuant to the terms of a debt-for-equity exchange agreement with the Issuer at a purchase price of \$2.75 per share. In the Merger, Steven C. Lampe also acquired an option to purchase 9,502 shares of Common Stock upon the conversion of options to purchase NEON common stock issuable under the NEON 2003 Directors' Stock Option Plan.

LC Capital Partners, LP ( Partners ) may be deemed to control the Master Fund by virtue of Partners' ownership of approximately 54.31% of the outstanding shares of the Master Fund. Accordingly, Partners may be deemed to have a beneficial interest in the Shares. In addition, since LC Capital Advisors LLC ( Advisors ) is the sole general partner of Partners, Advisors may also be deemed to have a beneficial interest in the Shares. Each of Partners and Advisors disclaims beneficial ownership of the Shares except to the extent of their respective beneficial interests, if any, therein.

Lampe, Conway & Co. LLC ( LC&C ) acts as investment manager to Partners and the Master Fund pursuant to certain investment management agreements. LC Capital International LLC ( International ) acts as investment advisor to the Master Fund pursuant to an investment advisory agreement. Since LC&C and International share voting and dispositive power over the Shares by virtue of the aforementioned agreements (the Agreements ), LC&C and International may each be deemed to have a beneficial interest in the Shares. Each of LC&C and International disclaims beneficial ownership of the Shares except to the extent of their respective beneficial interests, if any, therein.

Steven G. Lampe ( Lampe ) and Richard F. Conway ( Conway ) act as the sole managing members of each of Advisors, LC&C and International and each of Lampe and Conway may be deemed to control each such entity. Accordingly, each of Lampe and Conway may be deemed to have a beneficial interest in the Shares by virtue of Advisors' indirect deemed control of the Master Fund and LC&C's and International's respective power to vote and/or dispose of the Shares pursuant to the Agreements. Each of Lampe and Conway disclaims beneficial ownership of the Shares except to the extent of their respective beneficial interests, if any, therein.

### (b) Percent of Class:

The information required by this paragraph is set forth in Item 11 of each of the cover pages of this Schedule 13G and is incorporated herein by reference. The information in Item 4(a) above is incorporated herein by reference.

### (c) Number of shares as to which such person has:

#### (i) Sole power to vote or to direct the vote:

The information required by this subparagraph is set forth in Item 5 of each of the cover pages of this Schedule 13G and is incorporated herein by reference. In addition, the information in Item 4(a) above is incorporated herein by reference.

#### (ii) Shared power to vote or to direct the vote:

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The information required by this subparagraph is set forth in Item 6 of each of the cover pages of this Schedule 13G and is incorporated herein by reference. In addition, the information in Item 4(a) above is incorporated herein by reference.

(iii) Sole power to dispose or to direct the disposition of:

The information required by this subparagraph is set forth in Item 7 of each of the cover pages of this Schedule 13G and is incorporated herein by reference. In addition, the information in Item 4(a) above is incorporated herein by reference.

(iv) Shared power to dispose or to direct the disposition of:

The information required by this subparagraph is set forth in Item 8 of each of the cover pages of this Schedule 13G and is incorporated herein by reference. In addition, the information in Item 4(a) above is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

The Master Fund directly acquired all of the Shares being reported on by Partners and Advisors. Partners directly holds approximately 54.31% of the outstanding shares of the Master Fund and may be deemed to control the Master Fund. Advisors is the sole general partner of Partners and may also be deemed to control the Master Fund.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Date: February 9, 2006

LC Capital Master Fund, Ltd.

By: /s/ Richard F. Conway

Name: Richard F. Conway  
Title: Director

Date: February 9, 2006

LC Capital Partners, LP

By: LC Capital Advisors LLC,  
its General Partner

By: /s/ Richard F. Conway

Name: Richard F. Conway  
Title: Managing Member

Date: February 9, 2006

LC Capital Advisors LLC

By: /s/ Richard F. Conway

Name: Richard F. Conway  
Title: Managing Member

Date: February 9, 2006

Lampe, Conway & Co. LLC

By: /s/ Steven G. Lampe

Name: Steven G. Lampe  
Title: Managing Member

Date: February 9, 2006

LC Capital International LLC

By: /s/ Richard F. Conway

Name: Richard F. Conway  
Title: Managing Member

Date: February 9, 2006

/s/ Steven G. Lampe

Steven G. Lampe

Date: February 9, 2006

/s/ Richard F. Conway

Richard F. Conway

Address of Principal Business Office or, if none, Residence

LC Capital Master Fund, Ltd.  
c/o Trident Fund Services (B.V.I.) Limited  
P.O. Box 146  
Waterfront Drive  
Wickhams Cay  
Road Town, Tortola  
British Virgin Islands

LC Capital Partners, LP  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

LC Capital Advisors LLC  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

Lampe, Conway & Co. LLC  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

LC Capital International LLC  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

Steven G. Lampe  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

Richard F. Conway  
680 Fifth Avenue, Suite 1202  
New York, NY 10019

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