

Edgar Filing: SPECTRX INC - Form SC 13G/A

SPECTRX INC
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SpectRx, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

847635109
(CUSIP Number)

December 31, 2004
(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)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("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 the Notes).

CUSIP No. 847635109

SCHEDULE 13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SDS Capital Group SPC, Ltd.

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

- (a)
- (b)

3 SEC USE ONLY

Edgar Filing: SPECTRX INC - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

823,340

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

823,340

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

823,340

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 847635109

SCHEDULE 13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SDS Management, 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

Edgar Filing: SPECTRX INC - Form SC 13G/A

		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		823,340	
	7	SOLE DISPOSITIVE POWER	
		0	
	8	SHARED DISPOSITIVE POWER	
		823,340	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

823,340

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 847635109

SCHEDULE 13G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mr. Steven Derby

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
(b) |_ |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER	
		823,340	
	7	SOLE DISPOSITIVE POWER	

Edgar Filing: SPECTRX INC - Form SC 13G/A

REPORTING
PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

823,340

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

823,340

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.0%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 847635109

SCHEDULE 13G

Page 5 of 9 Pages

Item 1(a). Name of Issuer:

SpectRx, Inc.

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

4955 Avalon Ridge Pkwy., Suite 300
Norcross, Georgia 30071

Item 2(a). Name of Person Filing.

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

Item 2(c). Citizenship.

SDS Capital Group SPC, Ltd. (the "Reporting Person")
Ogier & Boxalls
Queensgate House
113 South Church Street
P.O. Box 1234GT
Grand Cayman
Cayman Islands
Cayman Islands Corporation

SDS Management, LLC (the "Investment Manager")
53 Forest Avenue, 2nd Floor
Old Greenwich, CT 06870
Delaware limited liability company

Mr. Steven Derby ("Mr. Derby")
Sole Managing Member of the Investment Manager
53 Forest Avenue, 2nd Floor
Old Greenwich, CT 06870
United States citizen

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

Edgar Filing: SPECTRX INC - Form SC 13G/A

Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number:

847635109

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

CUSIP No. 847635109

SCHEDULE 13G

Page 6 of 9 Pages

Item 4. Ownership.

The following is information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 as of December 31, 2004:

1. The Reporting Person.

(a) Amount beneficially owned: 823,340 shares of Common Stock (2)

(b) Percent of Class: 7.0%

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

(i) sole power to vote or direct the vote:
823,340

(ii) shared power to vote or direct the vote:
0

(iii) sole power to dispose or direct the disposition of:
823,340

(iv) shared power to dispose or direct the disposition of:
0

(2) Includes 166,670 shares issuable upon the conversion of Series A Convertible Preferred Stock and 166,670 shares issuable upon the exercise of warrants issued in connection with a financing which closed on March 26, 2004.

2. The Investment Manager - same as Mr. Derby, see below.

3. Mr. Derby.

(a) Amount beneficially owned: 823,340 shares of Common Stock

(b) Percent of Class:7.0%

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

(i) sole power to vote or direct the vote:
0

(ii) shared power to vote or direct the vote:

Edgar Filing: SPECTRX INC - Form SC 13G/A

823,340

(iii) sole power to dispose or direct the disposition of:
0

(iv) shared power to dispose or direct the disposition of:
823,340

CUSIP No. 847635109

SCHEDULE 13G

Page 7 of 9 Pages

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

Not Applicable

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.

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Certification pursuant to ss.240.13d-1(c):

By signing below I certify that, to the best of my 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.

CUSIP No. 847635109

SCHEDULE 13G

Page 8 of 9 Pages

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

Dated: February 14, 2005

SDS CAPITAL GROUP SPC, LTD.
By: SDS Management, LLC,
its Investment Manager

By: /s/Steven Derby

Name: Steven Derby
Title: Managing Member

Edgar Filing: SPECTRX INC - Form SC 13G/A

SDS MANAGEMENT, LLC

By: /s/Steven Derby

Name: Steven Derby
Title: Managing Member

/s/Steven Derby

Steven Derby

CUSIP No. 847635109

SCHEDULE 13G

Page 9 of 9 Pages

EXHIBIT A
JOINT FILING AGREEMENT

This Agreement is filed as an exhibit to this Amendment No. 1 to Schedule 13G being filed by SDS Capital Group SPC, Ltd., SDS Management, LLC and Mr. Steven Derby in compliance with Rule 13d-1(k) of the Securities and Exchange Commission, which requires an agreement in writing indicating that this Schedule 13G to which this Agreement is attached is filed on behalf of the below-named companies and individuals, that they are each responsible for the timely filing of the Schedule 13G and any amendments thereto and for the completeness and accuracy of the information concerning such persons contained therein.

Dated: February 14, 2005

SDS CAPITAL GROUP SPC, LTD.
By: SDS Management, LLC,
its Investment Manager

By: /s/Steven Derby

Name: Steven Derby
Title: Managing Member

SDS MANAGEMENT, LLC

By: /s/Steven Derby

Name: Steven Derby
Title: Managing Member

/s/Steven Derby

Steven Derby