

Edgar Filing: SPECTRX INC - Form SC 13G

SPECTRX INC
Form SC 13G
October 08, 2004

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

OMB APPROVAL

OMB Number: 3235-0145

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO.)*

SpectRx, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

847635109

(CUSIP Number)

March 26, 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

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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

13G

Page 2 of 5 Pages

1 NAME OF REPORTING PERSONS./I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

North Sound Capital LLC (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(See Instructions)

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5.	SOLE VOTING POWER	0
SHARES	-----		
BENEFICIALLY	6.	SHARED VOTING POWER	666,660 (2)
OWNED BY	-----		
EACH	-----		
REPORTING	7.	SOLE DISPOSITIVE POWER	0
PERSON	-----		
WITH	-----		
	8.	SHARED DISPOSITIVE POWER	666,660

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

666,660

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

12 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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- (1) The ultimate managing member of North Sound Capital LLC is Thomas McAuley. The Reporting Person may be deemed the beneficial owner of the shares in its capacity as the managing member of North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. (the "Funds"), who are the holders of such shares. As the managing member of the Funds, the Reporting Person has voting and investment control with respect to the shares of common stock held by the Funds.
- (2) Represents 333,330 shares issuable upon the conversion of Series A Convertible Preferred Stock and 333,330 shares issuable upon the exercise of warrants issued in connection with a financing which closed on March 26, 2004.

CUSIP No. 847635109

13G

Page 3 of 5 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.
North Sound Capital LLC
53 Forest Avenue, Suite 202
Old Greenwich, CT 06870
Delaware limited liability company
- Item 2(d). Title of Class of Securities:
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
- 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 October 8, 2004:
 - (a) Amount beneficially owned: 666,660 shares of Common Stock (3)
 - (b) Percent of Class: 5.5%
 - (c) Number of shares as to which such person has:

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- (i) sole power to vote or direct the vote: 0
- (ii) shared power to vote or direct the vote:
666,660

CUSIP No. 847635109

13G

Page 4 of 5 Pages

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

(iv) shared power to dispose or direct the disposition of: 666,660

(3) Represents 333,330 shares issuable upon the conversion of Series A Convertible Preferred Stock and 333,330 shares issuable upon the exercise of warrants issued in connection with a financing which closed on March 26, 2004.

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

13G

Page 5 of 5 Pages

Edgar Filing: SPECTRX INC - Form SC 13G

SIGNATURE

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.

Date: October 8, 2004

NORTH SOUND CAPITAL LLC

By: /s/ Thomas McAuley

Name: Thomas McAuley
Title: Chief Investment Officer