

Edgar Filing: CAPRIUS INC - Form SC 13D/A

CAPRIUS INC
Form SC 13D/A
March 10, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.2)

Caprius, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

14066K206
(CUSIP Number)

with a copy to:

Austin W. Marxe	Allen B. Levithan, Esq.
527 Madison Avenue, Suite 2600	Lowenstein Sandler PC
New York, New York 10022	65 Livingston Avenue
	Roseland, N.J. 07068
	(973) 597-2424

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

February 28, 2006
(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 that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ?

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See sections 240.13d-7 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 (?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. 14066K206

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Austin W. Marxe and David M. Greenhouse

Edgar Filing: CAPRIUS INC - Form SC 13D/A

2. Check the Appropriate Box if a Member of a Group (See Instructions):
- (a) Not Applicable
- (b)
3. SEC Use Only
4. Source of Funds (See Instructions): 00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- Not Applicable
6. Citizenship or Place of Organization: United States
- Number of Shares Beneficially Owned by Each Reporting Person With 7. Sole Voting Power: 0*
8. Shared Voting Power: 2,961,342*
9. Sole Dispositive Power: 0*
10. Shared Dispositive Power: 2,961,342*
11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,961,342 *
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): Not Applicable
13. Percent of Class Represented by Amount in Row (11): 60.4% *
14. Type of Reporting Person (See Instructions): IA, IN

* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 27,790 shares of Common stock, 1,612 shares of Preferred Stock convertible for 16,120 shares of Common Stock and 226,797 Warrants to purchase 15,593 shares of Common stock owned by Special Situations Fund III, L.P., 317,037 shares of Common Stock, 18,548 shares of Preferred Stock convertible for 185,480 shares of Common Stock and 2,587,792 Warrants to purchase 178,307 shares of Common Stock owned by Special Situations Fund III QP, L.P., and 1,034,482 shares of Common stock, 60,483 shares of Preferred Stock convertible for 604,830 shares of Common Stock and 8,443,771 Warrants to purchase 581,703 shares of Common stock owned by Special Situations Private Equity Fund, L.P., See Items 2 and 5 of this Schedule 13D for additional information.

Item 1. Security and Issuer.

This schedule related to the Common Stock and warrants of Caprius, Inc. (the ?Issuer?). The Issuer?s principal executive officers are located at One Parker Plaza, Fort Lee, NJ 07024

Item 2. Identity and Background.

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals

Edgar Filing: CAPRIUS INC - Form SC 13D/A

of AWM Investment Company, Inc. (?AWM?), the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of and investment adviser to Special Situations Fund III, L.P. (?SSF3?) and Special Situations Fund III QP, L.P.* (?SSFQP?). Marxe and Greenhouse are also members of MG Advisers L.L.C. (?MG?), the general partner of and investment adviser to Special Situations Private Equity Fund, L.P. (?SSPE?). (SSF3, SSFQP and SSPE will hereafter be referred to as, the ?Funds?).

The principal office and business address of the Reporting Persons, is 527 Madison Avenue, Suite 2600, New York, NY 10022.

The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

Mr. Marxe and Mr. Greenhouse have never been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), nor have either of them been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Marxe and Mr. Greenhouse are citizens of the United States.

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

Each Fund utilized its own available net assets to purchase the securities referred to in this Schedule.

Item 4. Purpose of Transaction.

The securities referred to in this Schedule have been acquired by each of the Funds for investment purposes and not with the purpose or effect of changing or influencing control of the Issuer. Each Fund acquired the securities in the ordinary course of business and is holding the securities for the benefit of its investors.

Item 5. Interest in Securities of the Issuer.

SSF3 owns 27,790 shares of Common Stock, 1,612 shares of Preferred Stock convertible for 16,120 shares of Common Stock and 226,797 Warrants to purchase 15,593 shares of Common stock or 1.8% of the shares outstanding, SSFQP owns 317,037 shares of Common Stock, 18,548 shares of Preferred Stock convertible for 185,480 shares of Common Stock and 2,587,792 Warrants to purchase 178,307 shares of Common Stock or 18.5% of the shares outstanding, and SSPE owns 1,034,482 shares of Common Stock, 80,643 shares of Preferred Stock convertible for 806,430 shares of Common Stock and 8,443,771 Warrants to purchase 581,703 shares of Common stock or 49.3% of the shares outstanding. Messrs. Marxe and Greenhouse share the power to vote and direct the disposition of all shares of Common Stock owned by each of, the Funds. Messrs. Marxe and Greenhouse are deemed to beneficially own a total of 1,379,309 shares of Common Stock, 60,483 shares of Preferred Stock convertible for 604,830 shares of Common Stock and 11,258,360 Warrants to purchase 775,603 shares of Common Stock, or 60.4% of the outstanding shares.

The following table reflects the acquisition of Series D Convertible Preferred Stock (P.S.) and Warrants (Wts A & Wts B) in the February 2006 Private Offering. There were no other transactions during the sixty days preceding the date of the event that requires the filing of this

Edgar Filing: CAPRIUS INC - Form SC 13D/A

statement.

A. Special Situations Private Equity Fund, L.P.

Date
Quantity
Average Price

(Purchases)

2/17/2006 P.S.
60,483
12.40
2/17/2006 Wts A
55,970
-
2/17/2006 Wts B
111,970
-

B. Special Situations Fund III, L.P.

Date
Quantity
Average Price

(Purchases)

2/17/2006 P.S.
1,612
12.40
2/17/2006 Wts A
1,492
-
2/17/2006 Wts B
2,985
-

C. Special Situations Fund III QP, L.P.

Date
Quantity
Average Price

(Purchases)

2/17/2006 P.S.
18,548
12.40
2/17/2006 Wts A
17,164
-
2/17/2006 Wts B
34,328
-

Edgar Filing: CAPRIUS INC - Form SC 13D/A

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

No contracts, arrangements, understandings or similar
relationships exist with respect to the securities of the Company
between Messrs. Marxe and Greenhouse and any other individual or entity.

Item 7. Material to be Filed as Exhibits.

Joint Filing Agreement.

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: March 10, 2006

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the
Schedule 13D to which this agreement is attached is filed on behalf of
each of them.

/s/_Austin W. Marxe
Austin W. Marxe

/s/_David M. Greenhouse
David M. Greenhouse

-5-
S5313/1
03/10/06 1278889.03
-2-

S5313/1
1278889.03