

Sands Fred C
Form 4
March 09, 2011

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average
burden hours per
response... 0.5

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 *
Vintage Capital Group, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
CAPRIUS INC [CAPI.PK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

11611 SAN VICENTE BLVD.,
10TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2011

___ Director 10% Owner
___ Officer (give title below) ___ Other (specify
below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

LOS ANGELES, CA 90049

___ Form filed by One Reporting Person
 Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/08/2011		X	9,371,243 A	\$ 0.01	9,371,243	D ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Sands Fred C - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrant to Purchase Common Stock	\$ 0.01	03/08/2011		X	9,371,243	(2) 02/22/2017	Common Stock 9,371,243

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vintage Capital Group, LLC 11611 SAN VICENTE BLVD., 10TH FLOOR LOS ANGELES, CA 90049		X		
Fred C. Sands Children's Trust 11611 SAN VICENTE BLVD., 10TH FLOOR LOS ANGELES, CA 90049		X		
Fred C. Sands Family Revocable Trust 11611 SAN VICENTE BLVD., 10TH FLOOR LOS ANGELES, CA 90049		X		
Sands Fred C 11611 SAN VICENTE BLVD., 10TH FLOOR LOS ANGELES, CA 90049		X		

Signatures

/s/ Fred C. Sands,
Manager 03/08/2011

**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).
- (1) The Fred C. Sands Children's Trust (the "Children's Trust") owns 15% of the membership interests of Vintage Capital Group, LLC ("Vintage"). Fred C. Sands ("Mr. Sands") is the trustee of the Children's Trust. The Fred C. Sands Family Revocable Trust (the "Family Trust") owns 85% of the membership interests of Vintage. Mr. Sands is the trustee of the Family Trust. Each of Mr. Sands, the Children's Trust and the Family Trust may be deemed to share beneficial ownership of the shares beneficially owned by Vintage.
- (2) Immediately exercisable at the discretion of the holder.
- (3) Following the partial exercise of the Warrant described herein, the Warrant is exercisable into 7,275,930 shares as of the date hereof. As the Warrant is exercisable into a percentage of the Issuer's Common Stock, the number of shares into which the Warrant is exercisable is

variable.

Remarks:

Exhibit 99 - Joint Filer Information

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.