

ENDOCARE INC
Form SC 13G/A
February 08, 2008

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

(Name of Issuer)
Common Stock, \$.001 par value

(Title of Class of Securities)
29264P104

(CUSIP Number)
December 31, 2007

(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).

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).

Midwood Capital Management LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF 44,266

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 44,266

8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,266

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).

David E. Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 44,266

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH 44,266

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,266

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).

Ross D. DeMont

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5. SOLE VOTING POWER
NUMBER OF 0

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 44,266

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8. SHARED DISPOSITIVE POWER
WITH 44,266

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,266

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).

Midwood Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5. SOLE VOTING POWER
NUMBER OF 30,137

6. SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7. SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 30,137

8. SHARED DISPOSITIVE POWER
WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,137

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).

Midwood Capital Partners QP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5. SOLE VOTING POWER
 NUMBER OF 14,129

6. SHARED VOTING POWER
 SHARES BENEFICIALLY OWNED BY 0

7. SOLE DISPOSITIVE POWER
 EACH REPORTING PERSON 14,129

8. SHARED DISPOSITIVE POWER
 WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,129

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

0.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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Item 1.(a) **Name of Issuer:** Endocare, Inc. (the Issuer).(b) **Address of the Issuer's Principal Executive Offices:** 201 Technology Drive, Irvine, California 92618.**Item 2.**

(a) **Name of Person Filing:** This joint statement on Schedule 13G is being filed by David E. Cohen, Ross D. DeMont, Midwood Capital Management LLC, Midwood Capital Partners, L.P. and Midwood Capital Partners QP, L.P., who are collectively referred to as the Reporting Persons. Messrs. Cohen and DeMont (the Managers) are the managers of Midwood Capital Management LLC (Capital), which is the sole general partner of each of Midwood Capital Partners, L.P. (LP) and Midwood Capital Partners QP, L.P. (QP and together with LP, the Funds). The Reporting Persons have entered into a Joint Filing Agreement, dated as of July 14, 2006, a copy of which was previously filed with this Schedule 13G and which is incorporated herein by reference, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k) under the Act.

(b) **Address of Principal Business Office:** The principal business office of the Reporting Persons with respect to the shares reported hereunder is 575 Boylston St., 4th Floor, Boston, MA 02116.

(c) **Citizenship:** Capital is a Delaware limited liability company. Each of the Funds is a Delaware limited partnership. Each of the Managers is a U.S. citizen.

(d) **Title and Class of Securities:** Common stock, \$.001 par value (Common Stock)

(e) CUSIP Number: 29264P104

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

N/A

Item 4. Ownership

In the aggregate, as of December 31, 2007 the Reporting Persons beneficially own warrants to purchase 44,266 shares of the Common Stock of the Issuer (the Warrants), representing approximately 0.4% of such class of securities. The beneficial ownership of each Reporting Person is as follows: (i) LP beneficially owns 30,137 shares of the Common Stock, representing approximately 0.3% of the class, (ii) QP beneficially owns 14,129 shares of the Common Stock, representing approximately 0.1% of the class, and (iii) Capital, as the sole general partner of each Fund, and Messrs. Cohen and DeMont, as the managers of Capital, each beneficially own 44,266 shares of the Common Stock of the Issuer representing approximately 0.4% of the class. The percentage of the Common Stock beneficially owned by each Reporting Person is based on a total of 11,805,828 shares of the Common Stock of the Issuer outstanding (based on 11,594,895 outstanding shares outstanding as of September 30, 2007 as reported in the most recent quarterly report of the Issuer on Form 10-Q for the fiscal quarter ended September 30, 2007, plus 166,667 shares issued upon the exercise of options as reported in the Issuer's current report on Form 8-K dated December 13, 2007, and assuming full exercise of the Warrants).

Each Fund has the power to vote and dispose of the shares of Common Stock beneficially owned by such Fund (as described above). Capital, as the sole general partner of the Fund, has the sole authority to vote and dispose of all of the shares of Common Stock reported in this Schedule 13G. Each of the Managers, by virtue of their positions as managers of Capital, has the shared authority to vote and dispose of all of the shares of Common Stock reported in this joint statement Schedule 13G.

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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

N/A

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

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I hereby 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.

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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: February 7, 2008

MIDWOOD CAPITAL PARTNERS, L.P.

By: Midwood Capital Management LLC
General Partner

By: /s/ David E. Cohen

David E. Cohen
Manager

MIDWOOD CAPITAL
PARTNERS QP, L.P.

By: Midwood Capital Management LLC
General Partner

By: /s/ David E. Cohen

David E. Cohen
Manager

MIDWOOD CAPITAL
MANAGEMENT LLC

By: /s/ David E. Cohen

David E. Cohen
Manager

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DAVID E. COHEN

/s/ David E. Cohen

David E. Cohen

ROSS D. DEMONT

/s/ Ross D. DeMont

Ross D. DeMont