

CAPRIUS INC  
Form 8-K/A  
March 03, 2006

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 8-K/A-1**

**Current Report**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

**Date of Report (Date of Earliest February 17,  
Event Reported) – 2006**

**CAPRIUS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-11914  
(Commission  
File Number)

22-2457487  
(I.R.S. Employer  
Identification No.)

One University Plaza, Suite 400, Hackensack, New  
Jersey 07601  
(Address of principal executive offices) (Zip Code)

Registrant's telephone (201)  
number, including area code 592-8838

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(Former Name or Former Address, if change since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 3.02. Unregistered Sale of Equity Securities**

On February 17, 2006, Caprius, Inc., a Delaware corporation, filed a Form 8-K to report that it had closed a placement of \$3 million of its securities to two institutional investors (the "Placement"). That Form 8-K described the Placement and, in particular, disclosed that we paid Laidlaw & Co. (UK) Ltd. ("Laidlaw") a cash fee of \$60,000 for its services as one of our placement agents for the Placement. This Report amends the February 17, 2006 Form 8-K to provide that Laidlaw also received warrants to purchase 59,702 shares of Common Stock at an exercise price of \$2.00 per share exercisable for five years for its services. A copy of the Common Stock Purchase Warrant Agreement is an exhibit to this report.

For more information regarding the Placement summarized above, reference is made to the Exhibits filed with the February 17, 2006 Form 8-K report.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

4.1 Form of Common Stock Purchase Warrant Agreement with Laidlaw & Co. (UK) Ltd. (granted February 17, 2006).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CAPRIUS, INC.**

By:           /s/ Jonathan Joels  
                Jonathan Joels  
                Chief Financial Officer

Dated: March 3, 2006

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**Exhibit Index**

**Exhibit**  
**Number**   **Exhibit**

4.1 Form of Common Stock Purchase Warrant Agreement with Laidlaw & Co. (UK) Ltd. (granted February 17, 2006).

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