

Edgar Filing: BRITESMILE INC - Form SC 13G/A

BRITESMILE INC  
Form SC 13G/A  
February 16, 2005

OMB APPROVAL

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OMB Number: 3235-0145  
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Hours per response.....11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendments No. 1)\*

BRITESMILE, INC.

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

-----  
(Title of Class Securities)

110415205

-----  
(CUSIP Number)

December 31, 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  
disclosure 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).

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 current valid OMB control number.

CUSIP No. 110415205

1. Name of Reporting Persons.

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

MicroCapital LLC  
13-4103993

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

5. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power 1,496,512

7. Sole Dispositive Power

8. Shared Dispositive Power 1,496,512

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,496,512

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-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

-----  
11. Percent of Class Represented by Amount in Row (9)      14.46%

-----  
12. Type of Reporting Person (See Instructions)

-----  
IA

CUSIP No. 110415205

1. Name of Reporting Persons.

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

Ian P. Ellis

-----  
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [    ]

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization      U.K.

-----  
5. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

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-----  
6. Shared Voting Power 1,496,512  
-----

7. Sole Dispositive Power  
-----

8. Shared Dispositive Power 1,496,512  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,496,512  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
-----

11. Percent of Class Represented by Amount in Row (9) 14.46%  
-----

12. Type of Reporting Person (See Instructions)  
-----

IN, HC

CUSIP No. 110415205

1. Name of Reporting Persons.

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

MicroCapital Fund LP  
52-2286453  
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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b)  
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3. SEC Use Only

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-----  
4. Citizenship or Place of Organization      Delaware  
-----

5. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

-----  
6. Shared Voting Power 542,414  
-----

7. Sole Dispositive Power  
-----

8. Shared Dispositive Power 542,414  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 542,414  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
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11. Percent of Class Represented by Amount in Row (9) 5.24%  
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12. Type of Reporting Person (See Instructions)  
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PN

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CUSIP No. 110415205

1. Name of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).  
MicroCapital Fund Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]  
(b)

3. SEC Use Only

4. Citizenship or Place of Organization Cayman Islands

5. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power 445,950

7. Sole Dispositive Power

8. Shared Dispositive Power 445,950

9. Aggregate Amount Beneficially Owned by Each Reporting Person 445,950

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 4.31%

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12. Type of Reporting Person (See Instructions)

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CUSIP No. 110415205

1. Name of Reporting Persons.

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

Price Trust UTA Dated 10/5/84, As Amended  
526-64-5428

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  [X]

(b)

-----

3. SEC Use Only

-----

4. Citizenship or Place of Organization

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5. Sole Voting Power

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

-----

6. Shared Voting Power 50,648

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7. Sole Dispositive Power  
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8. Shared Dispositive Power 50,648  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person 50,648  
-----

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)  
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11. Percent of Class Represented by Amount in Row (9) 0.49%  
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12. Type of Reporting Person (See Instructions)  
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Item 1.

(a) Name of Issuer

BriteSmile, Inc.

(b) Address of Issuer's Principal Executive Offices

490 N. Wiget Lane  
Walnut Creek, CA 94598

Item 2.

(a) Name of Person Filing

This statement is being filed by (i) MicroCapital LLC, a Delaware limited liability company and a registered investment adviser ("IA"), (ii) Ian P. Ellis ("Managing Member"), (iii) MicroCapital Fund, LP, (iv) MicroCapital Fund Ltd., and (v) Price Trust UTA Dated 10/5/84, As Amended (collectively, the "Reporting Persons"). Managing Member controls IA by virtue of Managing Member's position as managing member and majority owner of IA.



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(b) Address of Principal Business office or, if None, Residence

IA's principal place of business is located at:  
201 Post Street, Suite 1001, San Francisco, California 94108

Managing Member's principal place of business is located at:  
201 Post Street, Suite 1001, San Francisco, California 94108

MicroCapital Fund LP's principal place of business is located at:  
201 Post Street, Suite 1001, San Francisco, California 94108

MicroCapital Fund Ltd.'s principal place of business is located at:  
c/o Citco Fund Services (Curacao) N.V., Kaya Flamboyen 9, Curacao,  
Netherland  
Antilles

Principal place of business of Price Trust UTA Dated 10/5/84, As Amended,  
is located at:  
135 E. Sir Francis Drake Blvd.  
Larkspur CA 94939

(c) Citizenship

Item 4 of each cover page is incorporated by reference.

(d) Title of Class Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number

110415205

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(ii)(F).
- (g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment

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- Company Act of 1940 (15 U.S.C. 80a-3).  
(j) Group in accordance with ss. 240.13d-1(b) (ii) (J).

Item 4. Ownership

Common Stock:

- (a) Amount Beneficially Owned: 1,496,512
- (b) Percent of Class: 14.46%
- (c) Number of shares as to which the joint filers have:
- (i) sole power to vote or to direct the vote:
  - (ii) shared power to vote or to direct the vote: 1,496,512
  - (iii) sole power to dispose or to direct the disposition of:
  - (iv) shared power to dispose of or to direct the disposition of:  
1,496,512

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 securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

IA, a registered investment adviser, and Managing Member, the majority owner and managing member of IA, have the right or the power to direct the receipt of dividends from Common Stock, and to direct the receipt of proceeds from the sale of Common Stock to IA's investment advisory clients. MicroCapital Fund LP owns more than 5% of the Common Stock.

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:

- (a) The following certification shall be included if the statement is filed pursuant to ss. 240.13d-1(b):

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

SIGNATURE

Date: February 14, 2005

MICROCAPITAL LLC

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member

IAN P. ELLIS

/s/ Ian P. Ellis

-----  
Ian P. Ellis

MICROCAPITAL FUND LP

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member, MicroCapital LLC, General  
Partner of MicroCapital Fund LP

MICROCAPITAL FUND LTD.

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member, MicroCapital LLC, Investment  
Adviser

PRICE TRUST UTA DATED 10/5/84, AS AMENDED

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member, MicroCapital LLC, Investment  
Adviser

EXHIBIT A

Identification and Classification of Members of the Group

Pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, the members of the group making this joint filing

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are identified and classified as follows:

Name	Classification
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EXHIBIT B

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(b)(ii)(J) and Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act") by and among the parties listed below, each referred to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

SIGNATURE

Date: February 14, 2005

MICROCAPITAL LLC

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member

IAN P. ELLIS

/s/ Ian P. Ellis

-----  
Ian P. Ellis

MICROCAPITAL FUND LP

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member, MicroCapital LLC, General Partner of MicroCapital Fund LP

MICROCAPITAL FUND LTD.

/s/ Ian P. Ellis

-----  
Ian P. Ellis, Managing Member, MicroCapital LLC, Investment Adviser

PRICE TRUST UTA DATED 10/5/84, AS AMENDED

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/s/ Ian P. Ellis

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Ian P. Ellis, Managing Member, MicroCapital LLC, Investment Adviser