

Edgar Filing: INFOCROSSING INC - Form SC 13G

INFOCROSSING INC
Form SC 13G
February 09, 2006

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

OMB APPROVAL

OMB Number 3235-0145

Expires: January 31, 2006

Estimated average burden
hours per response . . . 11

INITIAL SCHEDULE 13G

Under the Securities Exchange Act of 1934

Infocrossing, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45664X109

(CUSIP Number)

December 31, 2005

(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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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Manulife Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiaries, MFC
Global Investment Management (U.S.A.) Limited, John Hancock Advisers,
LLC and Independence Investments, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
MFC Global Investment Management (U.S.A.) Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

5 SOLE VOTING POWER

-0-

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

7,107

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

7,107

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,107

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 .003%

12 TYPE OF REPORTING PERSON*
 IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
 Independence Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 1,070,600

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person
 With

6 SHARED VOTING POWER
 -0-

7 SOLE DISPOSITIVE POWER
 1,070,600

8 SHARED DISPOSITIVE POWER
 -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,070,600

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

235,300

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

235,300

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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235,300

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

Infocrossing, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

2 Christie Heights Street
Leonia, New York 07605

Item 2(a) Name of Person Filing:

This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiaries MFC Global Investment Management (U.S.A.) Limited ("MFC Global"), Independence Investments, LLC ("IIA") and John Hancock Advisers LLC ("JHA").

Item 2(b) Address of the Principal Offices:

The principal business office of MFC and MFC Global is located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; IIA is located at 53 State Street, Boston, MA 02109 and JHA is located at 601 Congress Street, Boston, Massachusetts 02210.

Item 2(c) Citizenship:

MFC and MFC Global are organized and exist under the laws of Canada. IIA and JHA are organized and exist under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

45664X109

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Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

MFC: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

MFC Global: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

IIA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

JHA: (e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

(a) Amount Beneficially Owned: MFC Global has beneficial ownership of 7,107 shares of Common Stock, IIA has beneficial ownership of 1,070,600 shares of Common Stock and JHA has beneficial ownership of 235,300 shares of Common Stock. Through its parent-subsidiary relationship to MFC Global, IIA and JHA, MFC may be deemed to have beneficial ownership of all of the shares held by these entities.

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(b) Percent of Class:
Of the 20,200,466 shares outstanding as of November 8, 2005 according to the issuer's quarterly report on form 10-Q for the period ended September 30, 2005, MFC Global held .003%, IIA held 5.3% and JHA held 1.2%.

(c) Number of shares as to which the person has:

- (i) sole power to vote or to direct the vote:
IIA and JHA each has sole power to vote or to direct the voting of the shares of Common Stock beneficially owned by each of them.
- (ii) shared power to vote or to direct the vote:
MFC Global has shared power to vote or to direct the voting of the shares it beneficially owns.
- (iii) sole power to dispose or to direct the disposition of:
IIA has sole power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns.
- (iv) shared power to dispose or to direct the disposition of:
MFC Global and JHA each has shared power to dispose or to direct the disposition of the shares beneficially owned by each of them.

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- Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.
- Item 7 Identification and Classification of the Subsidiary which
Acquired the Security Being Reported on by the Parent
Holding Company:

See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:

Not applicable.
- Item 9 Notice of Dissolution of a Group:

Not applicable.
- Item 10 Certification:

By signing below the undersigned certifies that, to the best of
its 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.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

By: /s/ Angela Shaffer

Name: Angela Shaffer
Title: Vice President and
 Corporate Secretary

Dated: February 8, 2006

MFC Global Investment Management (U.S.A.) Limited

By: /s/ Gordon Pansegrau

Name: Gordon Pansegrau
Title: General Counsel, Secretary and
 Chief Compliance Officer

Dated: February 8, 2006

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Independence Investments, LLC

By: /s/ Patricia Thompson

Name: Patricia Thompson
Title: Chief Compliance Officer

Dated: February 8, 2006

John Hancock Advisers, LLC

By: /s/Al Ouellette

Name: Al Ouellette
Title: Assistant Vice President and
Senior Counsel

Dated: February 8, 2006

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EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, MFC Global Investment Management (U.S.A.) Limited, Independence Investments, LLC and John Hancock Advisers, LLC agree that the Initial Schedule 13G to which this Agreement is attached, relating to the Common Stock of Infocrossing, Inc. is filed on behalf of each of them.

Manulife Financial Corporation

By: /s/ Angela Shaffer

Name: Angela Shaffer
Title: Vice President and
Corporate Secretary

Dated: February 8, 2006

MFC Global Investment Management (U.S.A.) Limited

By: /s/ Gordon Pansegrau

Name: Gordon Pansegrau
Title: General Counsel, Secretary and
Chief Compliance Officer

Dated: February 8, 2006

Independence Investments, LLC

By: /s/ Patricia Thompson

Name: Patricia Thompson
Title: Chief Compliance Officer

Dated: February 8, 2006

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John Hancock Advisers, LLC

By: /s/Al Ouellette

Name: Al Ouellette

Title: Assistant Vice President and
Senior Counsel

Dated: February 8, 2006

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