Sands Fred C
Form 4
March 09, 2011

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vintage Capital Group, LLC

(Last) (First) (Middle)

11611 SAN VICENTE BLVD., 10TH FLOOR

(Street)

LOS ANGELES, CA 90049

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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 Indirect Beneficial 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.

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

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 or Number of 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.
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