

Edgar Filing: LAURUS MASTER FUND LTD - Form SC 13G

LAURUS MASTER FUND LTD  
Form SC 13G  
April 21, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)  
INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

CATALYST LIGHTING GROUP, INC.  
(Name of Issuer)

Common Stock  
-----  
(Title of Class of Securities)

950704106  
-----  
(CUSIP Number)

Not Applicable  
-----  
(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 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).

-----  
1 NAMES OF REPORTING PERSONS: Laurus Master Fund, Ltd.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 98-0337673

-----  
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  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	
		250,000 shares of Common Stock	
	6	SHARED VOTING POWER	
		None	
	7	SOLE DISPOSITIVE POWER	
		250,000 shares of Common Stock	
	8	SHARED DISPOSITIVE POWER	
		None	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	250,000		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	6.40%		
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	CO		
1	NAMES OF REPORTING PERSONS: Laurus Capital Management, LLC I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): 13-4150669		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) <input type="checkbox"/>		
	(b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER	
		250,000 shares of Common Stock	
	6	SHARED VOTING POWER	
		None	
	7	SOLE DISPOSITIVE POWER	

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250,000 shares of Common Stock

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

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

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

6.40%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS: David Grin  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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

Israel

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

5 SOLE VOTING POWER

250,000 shares of Common Stock

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

250,000 shares of Common Stock

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

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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)

6.40%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAMES OF REPORTING PERSONS: Eugene Grin  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5 SOLE VOTING POWER  
250,000 shares of Common Stock

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

250,000 shares of Common Stock

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

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

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

6.40%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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IN

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Item 1(a). Name of Issuer: Catalyst Lighting Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:  
7700 Wyatt Drive  
Fort Worth, TX 76108

Item 2(a). Name of Person Filing: Laurus Master Fund, Ltd.

This Schedule 13G is also filed on behalf of Laurus Capital Management, LLC, a Delaware limited liability company, Eugene Grin and David Grin. Laurus Capital Management, LLC manages Laurus Master Fund, Ltd. Eugene Grin and David Grin are the sole members of Laurus Capital Management, LLC. Information related to each of Laurus Capital Management, LLC, Eugene Grin and David Grin is set forth on Appendix A hereto.

Item 2(b). Address of Principal Business Office or if none, Residence:  
c/o Laurus Capital Management, LLC  
825 Third Avenue, 14th Floor, New York, NY 10022

Item 2(c). Citizenship: Cayman Islands

Item 2(d). Title of Class of Securities: Common Stock ("Common Stock")

Item 2(e). CUSIP Number: 950704106

Item 3. Not Applicable

Item 4. Ownership:

(a) Amount Beneficially Owned: 250,000 shares of Common Stock

(b) Percent of Class: 6.40%

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

(i) sole power to vote or to direct the vote: 250,000 shares of Common Stock

(ii) shared power to vote or to direct the vote: None

(iii) sole power to dispose or to direct the disposition of: 250,000 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: None

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

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Person: Not applicable

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities: 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:

By signing below, I certify 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 or effect.

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.

April 21, 2005

-----

Date

/s/ David Grin

-----

Signature

David Grin/Director

-----

Name/Title

APPENDIX A

A. Name: Laurus Capital Management, LLC, a Delaware limited liability company 825 Third Avenue, 14th Floor New York, New York 10022

Place of Organization: Delaware

B. Name: Eugene Grin Business Address: 825 Third Avenue, 14th Floor New York, New York 10022

Principal Occupation: Director of Laurus Master Fund, Ltd. Member of Laurus Capital Management, LLC Citizenship: United States

C. Name: David Grin Business Address: 825 Third Avenue, 14th Floor

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Address: New York, New York 10022

Principal Director of Laurus Master Fund, Ltd.  
Occupation: Member of Laurus Capital Management, LLC  
Citizenship: Israel

Each of Laurus Capital Management, LLC, Eugene Grin and David Grin hereby agree, by their execution below, that the Schedule 13G to which this Appendix A is attached is filed on behalf of each of them, respectively.

Laurus Capital Management, LLC

/s/ David Grin  
David Grin  
Member  
April 21, 2005

/s/ Eugene Grin, on his individual behalf  
Eugene Grin  
April 21, 2005

/s/ David Grin, on his individual behalf  
David Grin  
April 21, 2005