

Edgar Filing: SEGMENTZ INC - Form SC 13D/A

SEGMENTZ INC
Form SC 13D/A
September 24, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Segmentz, Inc.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

815801-10-5
(CUSIP Number)

Olga Filippova
Barron Partners LP
730 Fifth Avenue, 9th Floor
New York, NY 10019
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 22, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject
of this Schedule 13D, and is filing this schedule because of

Rule 13d-1(b)(3) or (4), check the following box o.

Check the following box if a fee is being paid with the
statement o. (A fee is not required only if the reporting
person: (1) has a previous statement on file reporting
beneficial ownership of more than five percent of the class
of securities described in Item 1;
and (2) has filed no amendment subsequent thereto reporting
beneficial ownership of five percent or less of such class.)
(See Rule 13d-7).

1

SCHEDULE 13D/A
CUSIP No. 815801-10-5

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
BARRON PARTNERS LP
TAX ID #: 431981699

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO

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ITEMS 2(D) OR 2(E) []
6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States, Incorporated in Delaware

Number of 7 SOLE VOTING POWER
Shares Owned
By Each 4,036,667 shares beneficially owned
in
the aggregate
Reporting
Person

With 8 SHARED VOTING POWER
NONE

9 SOLE DISPOSITIVE POWER
4,036,667 shares beneficially owned in the aggregate

10 SHARED DISPOSITIVE POWER
NONE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,036,667

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

[]

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

27.7%

14 TYPE OF REPORTING PERSON
PN

Item 1. SECURITY AND ISSUER.

This Amendment No.2 to Schedule 13D (the "Statement")
amends the Schedule 13D filed on July 8, 2003 (the "Schedule
13D") and Amendment No.1 to Schedule 13D filed on September 10,
2003 with respect to the common stock, par value \$.001 per share
(the "Common Stock"), of Segmentz, Inc, a Delaware Corp., with
its principal executive offices at
18302 Highwood's Preserve Parkway, Suite 210, Tampa, FL 33467

Item 2. IDENTITY AND BACKGROUND.

This Statement is being filed by Barron Partners
LP, a Delaware Limited Partnership, whose business address
is 730 Fifth Avenue, 9th Floor, New York, NY 10019. The
principal business of Barron Partners LP is investing in
the securities of microcap companies. During the last
five years Barron Partners LP has not (i)been convicted in a
criminal proceeding or (ii) been a party to a civil
proceeding of a judicial or administrative body of competent
jurisdiction and as a result of such proceeding was or is
subject to a judgment, decree or final order enjoining
future violations of, or prohibiting or mandating activities
subject to, Federal or state securities laws or finding any
violation with respect to such laws. Barron Partners LP is a
United States Partnership, organized under the laws of the
State of Delaware.

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Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

All purchases of common stock of SEGMENTZ, INC. were made using working capital. As of the Date of Event which required the filing of this Statement, the Partnership used approximately \$1,785,000 of its working capital to purchase 2,636,667 shares of common stock and a warrant to purchase 1,400,000 shares of common stock of Segmentz Inc. No other funds or other consideration were used in making such purchases.

Item 4. PURPOSE OF TRANSACTION.

All SEGMENTZ, INC. securities owned by Barron Partners LP have been acquired by the Partnership for investment purposes only.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

There is no change to report for Item 5 except for the addition of the following:

(a) On September 10, 2003 Barron Partners LP purchased 770,000 shares of Segmentz Inc. On September 22, 2003 Barron Partners LP purchased 1,866,667 shares of common stock and a warrant to purchase 1,400,000 shares of common stock of Segmentz Inc.

The number of SEGMENTZ, INC. securities owned by Barron Partners LP as of September 22, 2003 represented approximately 27.7% of the issued and outstanding shares of SEGMENTZ, INC. common stock. As of September 22, 2003 Barron Partners LP had sole power to vote and dispose of each of the 4,036,667 shares of SEGMENTZ, INC. common stock beneficially owned by it.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

NONE

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

NONE.

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.

Date: September 23, 2003

By: /S/ Andrew Worden

Managing Member
Barron Capital Advisors LLC
General Partner for Barron Partners LP