

NEPHROS INC
Form 3
October 23, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
3V Capital Management LLC		(Month/Day/Year)	NEPHROS INC [NEP]	
(Last)	(First)	(Middle)	09/19/2007	
3 GREENWICH OFFICE PARK		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
GREENWICH, CT 06831		____ Director <input checked="" type="checkbox"/> 10% Owner		____ Form filed by One Reporting Person
(City)	(State)	(Zip)	____ Officer ____ Other	
			(give title below) (specify below)	
			____ Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

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Series B 10% Secured Convertible Note due 2008 <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	2,165,504 <u>(4)</u>	\$ 0.706	I	Footnote <u>(5)</u>
Series B 10% Secured Convertible Note due 2008 <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	2,165,504 <u>(4)</u>	\$ 0.706	I	Footnote <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3V Capital Management LLC 3 GREENWICH OFFICE PARK GREENWICH, CT 06831	Â	Â X	Â	Â
Stagg Scott A 3 GREENWICH OFFICE PARK GREENWICH, CT 06831	Â	Â X	Â	Â

Signatures

Scott A. Stagg 10/22/2007
 Date
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) See Exhibit 99.
- (2) See Exhibit 99.
- (3) See Exhibit 99.
- (4) See Exhibit 99.
- (5) See Exhibit 99.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
 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 currently valid OMB number.