

Sands Fred C
Form 3
March 09, 2011

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	
^ Vintage Capital Group, LLC		(Month/Day/Year)	CAPRIUS INC [CAPI.PK]	
(Last)	(First)	(Middle)	01/22/2010	
11611 SAN VICENTE BLVD.,		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
10TH FLOOR		(Check all applicable)		
(Street)		___ Director ___X_ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
LOS ANGELES,^ CA^ 90049		___ Officer ___ Other		___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
				__X_ 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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Warrant to purchase Common Stock ⁽¹⁾ 02/22/2017 Common Stock 16,647,173 \$ 0.01 D ⁽³⁾ ⁽²⁾

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, 03/08/2011
Manager

 Signature of Reporting Person Date

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) Immediately exercisable at the discretion of the holder.
- (2) The Warrant is exercisable at all times into 40% of the Issuer's Common Stock; hence, the number of shares into which the Warrant is exercisable is variable.

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.

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. 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.