Edgar Filing: CAPTERRA FINANCIAL GROUP, INC. - Form 4

CAPTERRA FINANCIAL GROUP, INC.

Form 4

August 20, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **GDBA Investments LLLP**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

(Zip)

CAPTERRA FINANCIAL GROUP,

(Check all applicable)

INC. [CPTA]

(Last) (First) (Middle)

(Street)

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

_X__ Director X 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

1440 BLAKE STREET, SUITE 310

06/30/2008

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

DENVER, CO 80202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities	s Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities omr Disposed of (Instr. 3, 4 an	of (D)	red (A)	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)
Common Stock	06/30/2008		C	2,586,207 (1)	A	\$ 0.58	7,971,807	D	
Common Stock	06/30/2008		C	2,586,207 (1)	A	\$ 0.58	10,558,014	D	
Common Stock	06/30/2008		J	358,915 (2)	A	\$ 0.62	10,916,929	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: CAPTERRA FINANCIAL GROUP, INC. - Form 4

number.

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. Transactic Code (Instr. 8)	5. Number of or 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 Number Shares
Series A Convertible Preferred Stock	\$ 0.58	06/30/2008		C	250,000	06/30/2008	<u>(1)</u>	Common Stock	2,586,2

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GDBA Investments LLLP 1440 BLAKE STREET SUITE 310 DENVER, CO 80202	X	X					

Signatures

/s/ G. Brent Backman, General Partner

g Person Date

**Signature of Reporting Person

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).

07/22/2008

- The reporting person converted 250,000 shares of Series A Convertible Preferred Stock on June 30, 2008, at a conversion price negotiated between the reporting person and the Issuer of \$0.58 per share, resulting in his acquisition of 2,586,207 shares of the Issuer's Common Stock. As of July 21, 2008, the Issuer effected a two-for-one reverse stock split, the result of which is that the reporting person now holds 10,922,046 shares of the Issuer's Common Stock.
- (2) In connection with the conversion of the Series A Convertible Preferred Stock, the Issuer paid \$482,589 of accrued but unpaid dividends through the issuance of 358,915 common shares, after giving effect to the above-mentioned reverse stock split.

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.

Reporting Owners 2