

Edgar Filing: GRANT VENTURES INC - Form SC 13G/A

GRANT VENTURES INC  
Form SC 13G/A  
November 30, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
(Rule 13d-102)

AMENDMENT NO. 1

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

Grant Ventures, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

38822R-20-5

-----  
(CUSIP Number)

8/11/04

-----  
(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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).

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CUSIP No. 38822R-20-5  
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13G/A

-----  
(1) NAMES OR REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Richard Smithline

-----  
(2) CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
(5) SOLE VOTING POWER

0

-----  
(6) SHARED VOTING POWER

3,477,152

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

-----  
(7) SOLE DISPOSITIVE POWER

0

-----  
(8) SHARED DISPOSITIVE POWER

3,477,152

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,477,152

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

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.94%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

CUSIP No. 38822R-20-5 13G/A

(1) NAMES OR REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

DC Asset Management LLC

(2) CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

(5) SOLE VOTING POWER  
0

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

(6) SHARED VOTING POWER  
3,008,400

(7) SOLE DISPOSITIVE POWER  
0

(9) SHARED DISPOSITIVE POWER  
3,008,400

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,008,400

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

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.14%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

CUSIP No. 38822R-20-5 13G/A

(1) NAMES OR REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
DC Opportunity Advisors LLC

(2) CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

(5) SOLE VOTING POWER  
0

(6) SHARED VOTING POWER  
3,008,400

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

(7) SOLE DISPOSITIVE POWER  
0

(10) SHARED DISPOSITIVE POWER  
3,008,400

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,008,400

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

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.14%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

CUSIP No. 38822R-20-5 13G/A

(1) NAMES OR REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

DCOFI Master LDC

(2) CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  
(a) [ ]  
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON WITH

(5) SOLE VOTING POWER  
0

(6) SHARED VOTING POWER  
3,008,400

(7) SOLE DISPOSITIVE POWER  
0

(8) SHARED DISPOSITIVE POWER  
3,008,400

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,008,400

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
5.14%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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This Amendment No. 1 amends and restates the statement on Schedule 13G (the "Schedule 13G") filed on August 10, 2004 on behalf of the Reporting Persons (as defined in Item 2 below) relating to shares of common stock, par value \$0.001 per share ("Common Stock") of Grant Ventures, Inc.

ITEM 1.

(a) Name of Issuer.

Grant Ventures Inc.

(b) Address of Issuer's Principal Executive Offices.

56 West 400 South, Suite #220  
Salt Lake City, Utah 84101

ITEM 2.

(a) Name of Person Filing.

This Schedule 13G is being filed with respect to shares of Common Stock of the Issuer which are beneficially owned by Richard Smithline, DC Asset Management & LLC ("DC Asset"), DC Opportunity Advisors LLC ("DC Opportunity") and DCOFI Master LDC ("DCOFI") (collectively, the "Reporting Persons").

The Reporting Persons are making a joint filing because they may be deemed a group pursuant to Section 13 of the Securities Exchange Act of 1934. The Reporting Persons do not affirm the existence of such a group.

(b) Address of Principal Business Office or, if none, Residence.

The principal business address of each of the Reporting Persons is:

830 Third Avenue  
New York, NY 10022

(c) Citizenship.

Mr. Smithline is a United States citizen.

DC Asset Management LLC is organized and existing in Delaware.

DC Opportunity Advisors LLC is organized and existing in Delaware.

DCOFI is organized and existing in the Cayman Islands.

(d) Title of Class of Securities.

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Common Stock, \$0.001 par value per share

(e) CUSIP Number.

38822R-20-5

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)  Investment Adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E).
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company, in accordance with Sec. 240.13d-1(b)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Sec. 240.13d-1(c), check this box  
.

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned.

Mr. Smithline: 3,477,152 (comprised of 3,008,400 shares held by DCOFI, of which Mr. Smithline is a director, 48,227 shares underlying warrants held by Mr. Smithline and 420,525 shares owned by Mr. Smithline).

DC Asset: 3,008,400 (comprised of 3,008,400 shares held by DCOFI, of which DC Opportunity is the investment manager. DC Asset owns DC Opportunity).

DC Opportunity: 3,008,400 (comprised of 3,008,400 shares held by DCOFI, of which DC Opportunity is the investment manager).

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DCOFI: 3,008,400 (comprised of 3,008,400 shares underlying warrants held by DCOFI).

- (b) Percent of Class. Mr. Smithline: 5.94%  
DC Asset: 5.14% DC  
Opportunity: 5.14%  
DCOFI: 5.14%
- (c) Number of shares as to which each such person has
- (i) sole power to vote or to direct the vote: Mr. Smithline: 0  
DC Asset: 0  
DC Opportunity: 0  
DCOFI: 0
- (ii) shared power to vote or to direct the vote: Mr. Smithline: 3,477,152  
DC Asset: 3,008,400  
DC Opportunity: 3,008,400  
DCOFI: 3,008,400
- (iii) sole power to dispose or to direct the disposition of: Mr. Smithline: 0  
DC Asset: 0  
DC Opportunity: 0  
DCOFI: 0
- (iv) shared power to dispose or to direct the disposition of: Mr. Smithline: 3,477,152  
DC Asset: 3,008,400  
DC Opportunity: 3,008,400  
DCOFI: 3,008,400

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

See Item 4(a) above, which is incorporated by reference herein.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

The Reporting Persons may be deemed to constitute a group with one another pursuant to Section 13 of the Securities Exchange Act of 1934. The



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Reporting Persons do not affirm the existence of such a group.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below I certify that, 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.

Date: November 29, 2004

/s/ Richard Smithline

-----  
Richard Smithline

DC Asset Management LLC

By: /s/ Richard Smithline

-----  
Name: Richard Smithline  
Title: Managing Member

DC Opportunity Advisors LLC

By: /s/ Richard Smithline

-----  
Name: Richard Smithline  
Title: Managing Member

DCOFI Master LDC

By: /s/ Richard Smithline

-----  
Name: Richard Smithline  
Title: Director

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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT A

AGREEMENT  
JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree jointly to prepare and file with regulatory authorities a Schedule 13G and any amendments thereto reporting each of the undersigned's ownership of securities of Grant Ventures, Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Date: November 29, 2004

/s/ Richard Smithline  
-----  
Richard Smithline

DC Asset Management LLC

By: /s/ Richard Smithline  
-----  
Name: Richard Smithline  
Title: Managing Member

DC Opportunity Advisors LLC

By: /s/ Richard Smithline  
-----  
Name: Richard Smithline  
Title: Managing Member

DCOFI Master LDC

By: /s/ Richard Smithline  
-----  
Name: Richard Smithline  
Title: Director