

CareView Communications Inc
Form SC 13D/A
March 23, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)) UNDER THE
SECURITIES EXCHANGE ACT OF 1934

CAREVIEW COMMUNICATIONS, INC.

(Name of Issuer)

Common Stock, \$.001 Par Value Per Share

(Title of Class of Securities)

141743 10 4

(CUSIP Number)

ROBERT J. SMITH

13650 Fiddlesticks Blvd.

Suite 202-324

Ft. Myers, FL 33912

(417) 889-4255

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 22, 2017

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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).

Name of Reporting
Persons.

1.

Robert J. Smith

Check the Appropriate
Box if a Member of a
Group

2.

(a)

(b)

3.

SEC Use Only

4.

Source of Funds

OO-Other

Check if Disclosure of
Legal Proceedings is
Required Pursuant to
Items 2(d) or 2(e)

5.

6.

Citizenship or Place of
Organization

United States

		Sole Voting Power
	7.	13,605,506
Number of Shares	8.	Shared Voting Power
Beneficially Owned		-0-
by Each Reporting Person With	9.	Sole Dispositive Power
		13,605,506
	10.	Shared Dispositive Power
		-0-
11.		Aggregate Amount Beneficially Owned by Each Reporting Person
		13,605,506
12.		Check if the Aggregate Amount in Row (11) Excludes

Certain Shares

Percent of Class
Represented by
Amount of Row (11)

13.

9.49%

Type of Reporting
Person

14.

IN

2

Name of Reporting
Persons.

1. Plato & Associates,
LLC, a Florida entity
solely owned by
Robert J. Smith

Check the Appropriate
Box if a Member of a
Group

2. (a)

(b)

3. SEC Use Only

4. Source of Funds

OO-Other

Check if Disclosure of
Legal Proceedings is
Required Pursuant to
Items 2(d) or 2(e)

5.

6.

Citizenship or Place of
Organization

United States

		Sole Voting Power
	7.	6,210,723
Number of Shares	8.	Shared Voting Power
Beneficially Owned		-0-
by Each Reporting	9.	Sole Dispositive Power
Person With		6,210,723
	10.	Shared Dispositive Power
		-0-
11.		Aggregate Amount Beneficially Owned by Each Reporting Person
		6,210,723

Check if the
Aggregate Amount in
Row (11) Excludes
Certain Shares

12.

Percent of Class
Represented by
Amount of Row (11)

13.

4.46%

Type of Reporting
Person

14.

OO

3

Name of Reporting
Persons.

1. Energy Capital, LLC,
a Florida entity solely
owned by Robert J.
Smith

Check the Appropriate
Box if a Member of a
Group

2. (a)

(b)

3. SEC Use Only

4. Source of Funds

OO-Other

Check if Disclosure of
Legal Proceedings is
Required Pursuant to
Items 2(d) or 2(e)

5.

6.

Citizenship or Place of
Organization

United States

		Sole Voting Power
	7.	3,054,783
Number of Shares	8.	Shared Voting Power
Beneficially Owned		-0-
by Each Reporting	9.	Sole Dispositive Power
Person With		3,054,783
	10.	Shared Dispositive Power
		-0-
11.		Aggregate Amount Beneficially Owned by Each Reporting Person
		3,054,783

Check if the
Aggregate Amount in
Row (11) Excludes
Certain Shares

12.

Percent of Class
Represented by
Amount of Row (11)

13.

2.19%

Type of Reporting
Person

14.

OO

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Item 1.

Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, \$.001 par value, of CareView Communications, Inc., a Nevada corporation (“Company” or “Issuer”). The address of the principal executive office of the Company is 405 State Highway 121, Suite B-240, Lewisville, TX 75067.

Item 2.

Identity and Background.

(a)

Names: Robert J. Smith and Plato & Associates, LLC and Energy Capital, LLC, both Florida limited liability companies solely owned by Robert J. Smith (the “Reporting Persons”).

(b)

Residence or Business Address of Reporting Persons:

13650 Fiddlesticks Blvd., Suite 202-324, Ft. Myers, FL 33912

(c)

Present principal occupation or employment: Business development and investments.

(d)

During the last five years, the Reporting Persons have not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e)

During the last five years, the Reporting Persons have not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which 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 violation with respect to such laws.

(f)

Citizenship: Mr. Smith is a citizen of the United States of America.

Item 3.

Source and Amount of Funds or Other Consideration.

OO-Other

PF-Personal Funds.

Acquisition of Shares of the Issuer

During 2007, the Reporting Persons acquired an aggregate of 6,727,024 shares through conversion of debt and shares acquired from an unaffiliated individual in a private transaction.

During 2010, the Reporting Persons acquired an aggregate of 3,275,199 shares through the Company's private offering and through conversion of debt.

Subsequently, the Reporting Persons transferred/sold or acquired/purchased shares in private transactions and open market transactions resulting in an aggregate ownership of 9,605,506 shares.

Acquisition of Derivative Securities of the Issuer

On December 13, 2007, the Company issued a Common Stock Purchase Warrant to each of Plato and Mr. Smith for the purchase of 253,309 and 4,000,000 shares, respectively (the "Warrants"). The Warrants were exercisable for a period of three (3) years from the date of issuance at a price of \$1.0367 per share. On April 6, 2010, the Company revised the Warrants to decrease the exercise price to \$0.52 per share and to extend the exercise period to December 12, 2017. Subsequently, Plato transferred its Warrant for 253,309 shares in private transactions to unaffiliated third parties. Mr. Smith's Warrant has not been exercised.

In September 2010, the Company issued a Promissory Note to Plato in an amount up to the amount of a purchase order for equipment. The Note was dated November 1, 2010 and was due in full twelve (12) months from the date of receipt of any funds received thereunder with interest to accrue at the rate of four percent (4%) per annum. In the first quarter of 2011, \$550,000 was advanced under the Note and the Note was paid in full on April 26, 2011. As consideration for Plato to secure the purchase order, the Company issued Plato a Warrant for the purchase of 2,300,000 shares of the Company's Common Stock. The five-year Warrant has an exercise price of \$1.00 per share. Through March 8, 2012, Plato had transferred an aggregate of 1,300,000 shares under the Warrant to unaffiliated third parties in private transactions. On November 16, 2012, Plato transferred the remaining 1,000,000 shares under the Warrant to an unaffiliated third party in a private transaction.

Item 4.

Purpose of Transaction.

See Item 3 above.

The Reporting Persons have no plans which relate to or would result in:

(a)
the acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;

(b)

an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;

(c)

A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;

(d)

Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

(e)

Any material change in the present capitalization or dividend policy of the issuer;

(f)

Any other material change in the issuer's business or corporate structure, including but not limited to, if the issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940;

(g)

Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;

(h)

Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;

(i)

A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or

(j)

Any action similar to any of those enumerated above.

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Item 5.

Interest in Securities of the Issuer.

(a)

The Reporting Persons own (i) 265,000 shares held directly in Mr. Smith's name, (ii) an aggregate of 75,000 shares held in trust for Mr. Smith's minor children, (iii) 3,054,783 shares held indirectly through Energy Capital, (iv) 6,210,723 shares held indirectly through Plato and (v) 4,000,000 shares underlying the Warrant held by Mr. Smith, resulting in ownership of an aggregate of 13,605,506 shares. The percentage of class for the Reporting Persons is 9.49% and is based on 143,380,748 shares which would be outstanding if the above-mentioned Warrant was exercised.

(b)

The Reporting Persons have sole power to vote or direct the vote and the power to dispose or to direct the disposition of the 13,605,506 shares of the Company's Common Stock owned or to be acquired through the exercise of Warrants. (See Rows 7-10 of page 2 herein.)

(c)

Please see Item 3 above for the description of the transaction relative to the shares and derivative securities acquired by the Reporting Persons.

(d)

The Reporting Persons know of no other person who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares or derivative securities.

(e)

Not applicable.

Item 6.

Contracts, Arrangements, Understandings or Relationships With Respect to Securities of Issuer

Except for the Warrants and Note outlined herein, the Reporting Persons have no contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7.

Material to be Filed as Exhibits.

None.

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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.

Dated: March 23, 2017 By: /s/ Robert J. Smith
Robert J. Smith, an individual, and as
Sole Member of Plato & Associates, LLC
and Energy Capital, LLC