

Edgar Filing: HEMACARE CORP /CA/ - Form SC 13G/A

HEMACARE CORP /CA/
Form SC 13G/A
March 31, 2005

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G*
(Rule 13d-102)

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

HemaCare Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

423498104
(CUSIP Number)

March 24, 2005 through March 30, 2005
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 5 Pages)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not
be deemed to be "filed" for purposes 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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(1) NAMES OF REPORTING PERSONS

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Praetorian Capital Management Ltd. (See Item 2(A))

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
98-0410050

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Bahamas

NUMBER OF (5) SOLE VOTING POWER
SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY _____ 710,000 (See Item 4)

EACH (7) SOLE DISPOSITIVE POWER
REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER
_____ 710,000 (See Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
_____ 710,000 (See Item 4)

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

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
_____ 8.79%

(12) TYPE OF REPORTING PERSON **
_____ IA

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(2) NAMES OF REPORTING PERSONS

Praetorian Offshore, L.P. (See Item 2(A))

I.R.S. IDENTIFICATION NO.
OF ABOVE PERSONS (ENTITIES ONLY)
98-0410052

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF (5) SOLE VOTING POWER

SHARES _____

BENEFICIALLY (6) SHARED VOTING POWER 710,000 (See Item 4)

OWNED BY _____

EACH (7) SOLE DISPOSITIVE POWER

REPORTING _____

PERSON WITH (8) SHARED DISPOSITIVE POWER 710,000 (See Item 4)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,000 (See Item 4)

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.79%

(12) TYPE OF REPORTING PERSON ** 00

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is HemaCare Corporation (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Issuer's principal executive offices are located at:
21101 Oxnard Street, Woodland Hills, CA 91367.

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by Praetorian Capital Management Ltd., a Bahamian corporation (the "Management Company") which serves as investment manager or advisor to Praetorian Offshore, L.P. (the "Fund") with respect to the shares of Common Stock (as defined in Item 2(d)) directly owned by the Fund. The Management Company makes the investment and voting decisions on behalf of the Fund but owns no direct investments in the securities of the

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Issuer. The Fund directly owns the shares of the Common Stock of the Issuer but does not make any decisions as to voting or buying or selling shares of the Issuer.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of the Reporting Person is:
c/o Praetorian Capital Management LLC
407 Lincoln Road, Suite 9-L
Miami Beach, FL 33139.

Item 2(c). Citizenship:

Bahamas

Item 2(d). Title of Class of Securities:
Common Stock, without par value (the "Common Stock")

Item 2(e). CUSIP Number: 423498104

Item 3. If this statement is filed pursuant to Rules 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 of 1940,
- (e) Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1 (b)(1)(ii)(F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),

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- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) 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 Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership.

- (a) Amount beneficially owned: 710,000
- (b) Percent of class: 8.79%. The percentages used herein and in the rest of Item 4 are calculated based upon the 8,078,060 shares of Common Stock issued and outstanding as of February 17, 2005, as set forth in the Company's Form 10-K for the year ended December 31, 2004.
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 710,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 710,000

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See response to Item 2(A)

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

The Reporting Person hereby makes the following certification:

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.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: March 31, 2005

Praetorian Offshore, L.P.

By: Praetorian Capital Management Ltd.

Its: General Partner

By: Harris B. Kupperman

Its: Director