

PROLONG INTERNATIONAL CORP

Form 4

December 07, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**ST CLOUD CAPITAL PARTNERS
LP**

(Last) (First) (Middle)

**10866 WILSHIRE
BOULEVARD, SUITE 1450**

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**PROLONG INTERNATIONAL
CORP [PRL]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/03/2004		X		25,000	A	\$ 0.06
					48,900	D (2)	
Common Stock	12/03/2004		S		12,000	D	\$ 0.25
					36,900	D (2)	
Common Stock	12/03/2004		S		29,100	D	\$ 0.24
					7,800	D (2)	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of 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 or Number of Shares
Warrant to Purchase Common Stock	\$ 0.06	12/03/2004		X		25,000		11/24/2003	11/24/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ST CLOUD CAPITAL PARTNERS LP 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024		X		
FITCHEY CARY 10866 WILSHIRE BLVD SUITE 1450 LOS ANGELES, CA 90024	X	X		
GELLER MARSHALL S 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024		X		
ST CLOUD CAPITAL LLC 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024		X		
SCGP LLC 10866 WILSHIRE BOULEVARD SUITE 1450 LOS ANGELES, CA 90024		X		

Signatures

/s/ Michael Hedge, Attorney-in-Fact for Reporting
Persons

12/07/2004

__Signature of Reporting Person

Date

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).

(1) Upon the occurrence of a payment of default under that certain Secured Promissory Note, dated as of November 24, 2003, issued by Prolong Super Lubricants, Inc., a wholly-owned subsidiary of Prolong International Corporation, the Warrant will automatically become exercisable to purchase additional shares of Common Stock (the "Additional Warrant Shares"),equal to ten percent of the total number of shares of Common Stock outstanding as of the date of such event of default on a fully diluted basis assuming exercise of the Warrant and any options, warrants or convertible securities outstanding as of such date and including in such calculation all Additional Warrant Shares into which the Warrant becomes exercisable

(2) These securities are beneficially owned directly by St. Cloud Captial Partners, LP ("St. Cloud Partners"). In addition, these securities may be deemed to be beneficially owned indiecrty (i) by SCGP, LLC as the general partner of St. Cloud Partners, (ii) by St. Cloud Capital, LLC as provider of management services to St. Cloud Partners and investment advice to SCGP, LLC, (iii) by Marshall S. Geller as senior manager of SCGP, LLC and (iv) by Cary Fitchey as senior manager of SCGP, LLC. This report shall not be deemed an admission of any of the entities or individuals listed in (i)-(iv) of the previous sentence that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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