

BioMETRX
Form SC 13G
January 22, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

BIOMETRX, INC
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

09064J201
(CUSIP Number)

December 31, 2007
(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 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 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).

Page 1 of 10 pages
CUSIP No. 09064J201

1. Names of Reporting Persons. Paul J. Coviello
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

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4. Citizenship or Place of Organization United States

Number of
shares
Beneficially
owned by Each
Reporting Person
With:

5. Sole Voting Power 0
6. Shared Voting Power 1,587,450
7. Sole Dispositive Power 0
8. Shared Dispositive Power 1,587,450
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,587,450
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9) 9.99%
-

12. Type of Reporting Person (Sec Instructions) IN

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CUSIP No. 09064J201

1. Names of Reporting Persons. Linden Growth Partners Master
Fund L.P.
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
a)
b)

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 1,587,450

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7. Sole Dispositive Power 0
8. Shared Dispositive Power 1,587,450
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,587,450
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
11. Percent of Class Represented by Amount in Row (9) 9.99%
-

12. Type of Reporting Person (Sec Instructions) PN

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CUSIP No. 09064J201

1. Names of Reporting Persons. Linden Capital Management IV, LLC
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- a)
- b)
-

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
shares
Beneficially
owned by Each
Reporting Person
With:

5. Sole Voting Power 0
6. Shared Voting Power 1,587,450
7. Sole Dispositive Power 0
8. Shared Dispositive Power 1,587,450
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,587,450
-

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 9.99%

12. Type of Reporting Person (Sec Instructions) OO

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CUSIP No. 09064J201

1. Names of Reporting Persons. Linden Asset Management, Inc.
I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
a)
b)

3. SEC Use Only

4. Citizenship or Place of Organization Pennsylvania

Number of
shares
Beneficially
owned by Each
Reporting Person
With:

5. Sole Voting Power 0
6. Shared Voting Power 1,587,450
7. Sole Dispositive Power 0
8. Shared Dispositive Power 1,587,450
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,587,450

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

11. Percent of Class Represented by Amount in Row (9) 9.99%

12. Type of Reporting Person (Sec Instructions) CO

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Item 1.

(a) The name of the issuer is: BioMetrX, Inc.
(b) The principal executive office of the Issuer is located at 500 North
Broadway, Suite 204, Jericho, NY 11753

Item 2.

(a) This statement (this "Statement") is being filed by Paul J. Coviello, the controlling member of Linden Capital Management IV, LLC, a Delaware limited liability company ("LCM"), and Linden Asset Management, Inc., a Pennsylvania corporation ("LAM"). LCM serves as the general partner of Linden Growth Partners Master Fund L.P., a Cayman Islands exempted limited partnership (the "Fund"), and LAM serves as the investment manager of the Fund. Paul J. Coviello, LCM, LAM and the Fund are collectively referred to herein as the "Filers", The Fund is a private investment vehicle formed for the purpose of investing and trading in a wide variety of securities and

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financial instruments. The Fund directly owns the shares reported in this Statement. Each Filer disclaims beneficial ownership with respect to any shares other than the shares owned directly by such Filer.

(b) The principal business office of the Filers is 718 S. State Street, Suite 101, Clarks Summit, PA 18411.

(c) For citizenship information see Item 4 of the cover sheet of each Filer.

(d) This Statement relates to the common stock of the Issuer, par value \$.001 per share ("Common Stock").

(e) The CUSIP Number of the Common Stock is 09064J201

Item 3. If this statement is filed pursuant to 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with 240.13d-1 (b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1 (b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1 (b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with 240.13d-1(b)(1)(ii)(J),

Not applicable.

Item 4. Ownership.

See Items 5-9 and 11 on the cover page for each Filer, which information is given as of December 31, 2007. The percentage ownership of each Filer is based on 15,891,426 shares of Common Stock issued and outstanding on December 31, 2007 as reported by the Issuer to the Filers.

As of December 31, 2007 LGP beneficially owns 1,587,450 shares of common stock to include exercisable warrants representing 9.99% of all issued and outstanding shares of Common Stock as reported by the Issuer to the Filers on January 17, 2008.

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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 [].

Not applicable.

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.

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Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

(a) Not applicable.

(b) 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.

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SIGNATURE

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

Dated: January 17, 2008

Paul J. Coviello

Linden Capital Management IV, LLC

By: Paul J. Coviello, Manager

Linden Asset Management, Inc.

By: Paul J. Coviello, CEO

Linden Growth Partners Master Fund, LP

By: Linden Capital Management IV, LLC
General Partner

By: Paul J. Coviello, Manager

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EXHIBIT INDEX

Exhibit No. 1

Document: Joint Filing Agreement, dated January 17, 2008,

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among Paul J. Coviello, Linden Capital Management IV, LLC, Linden Asset Management, Inc. and Linden Growth Partners Master Fund L.P. to file this joint statement on Schedule 13G

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Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-I (k) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, par value \$.001 per share, of BioMetrx, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filing.

Dated: January 17, 2008

Paul J. Coviello

Linden Capital Management IV, LLC

By: Paul J. Coviello, Manager

Linden Asset Management, Inc.

By: Paul J. Coviello, CEO

Linden Growth Partners Master Fund, LP

By: Linden Capital Management IV, LLC
General Partner

By: Paul J. Coviello, Manager

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