SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				011 30(11) 01	the investment Company Act of 1	1940				
1. Name and Addre	F (2. Date of Event Requiring Statement (Month/Day/Year) 12/22/2003		3. Issuer Name and Ticker or Trading Symbol <u>SEGMENTZ INC</u> [SEGZ]						
(Last) (First) (Middle) 1 EXECUTIVE DRIVE					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)		
SUITE 160					Officer (give title	Other (spe		6. Ind	lividual or Joint	/Group Filing (Check
					below)	below)			cable Line)	y One Reporting Person
(Street) FORT LEE	NJ 07	7024						x	E a mar fille al la	y More than One
(City) ((State) (Z									
		1	Table I - Nor	I-Derivat	ive Securities Beneficial	lly Owned				
1. Title of Security (Instr. 4)					Amount of Securities 3. Owners eneficially Owned (Instr. 4) Form: Dir or Indirec (Instr. 5)		ect (D) (Instr.		Vature of Indirect Beneficial Ownership str. 5)	
Common Stock					1,500,000 ⁽¹⁾⁽²⁾	I	I F		By Kinderhook Partners, LP	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable ar Expiration Date (Month/Day/Year)		3. Title and Amount of Secur Underlying Derivative Secur		4. Conver or Exer	cise Form	Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
						Amount or	Price o Derivat	tive	Direct (D) or Indirect	
			Date	Expiratio		Number	Securit	^y	(I) (Instr. 5)	
			Exercisable	Date	Title	Shares				
	ess of Reporting Per	son [*]								
KINDERHO	<u>UK GP LLC</u>									
(Last)	(First)	(Middle)								
1 EXECUTIVE	DRIVE									
SUITE 160										
(Street)										
FORT LEE	NJ	07024								
(City)	(State)	(Zip)								
	ess of Reporting Per			1						
KINDERHOOK PARTNERS L P										
(Last) (First) (Middle)										
	IVE DR SUITE 1									
(Street) FORT LEE	NJ	07024								
(City)	(State)	(Zip)								
1. Name and Address of Reporting Person [*] CLEARMAN STEPHEN J										
(Last)	(First)	(Middle)								
ONE EXECUTIVE DRIVE, SUITE 160										
(Street) FORT LEE	NJ	07024								
(City)	(State)	(Zip)								

Explanation of Responses:

 Each of the reporting person and the joint filers disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person or any joint filer is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose.
 These securities are owned by Kinderhook Partners, LP. Kinderhook GP, LLC is the general partner of Kinderhook Partners, LP. Stephen J. Clearman is the managing member of Kinderhook GP, LLC.

<u>Kinderhook Partners, LP By:</u> <u>Kinderhook GP, LLC, its GP</u> <u>By: Stephen J. Clearman,</u> <u>Managing Member</u>	<u>12/31/2003</u>
<u>Kinderhook GP, LLC By:</u> <u>Stephen J. Clearman,</u> <u>Managing Member</u>	<u>12/31/2003</u>
Stephen J. Clearman ** Signature of Reporting Person	<u>12/31/2003</u> Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.