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

1. Name and Address of Reporting Person[*] **KINDERHOOK GP LLC**	2. Date of Event Requiring Statement (Month/Day/Year) 12/22/2003	3. Issuer Name **and** Ticker or Trading Symbol **SEGMENTZ INC** [SEGZ]	
(Last) (First) (Middle) 1 EXECUTIVE DRIVE SUITE 160		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) 　Director　　X　10% Owner 　Officer (give title below)　Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Street) FORT LEE　　NJ　　07024			6. Individual or Joint/Group Filing (Check Applicable Line) 　Form filed by One Reporting Person X　Form filed by More than One Reporting Person
(City)　　(State)　　(Zip)			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,500,000[(1)(2)]	I	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 and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person[*] **KINDERHOOK GP LLC**
(Last)　　(First)　　(Middle) 1 EXECUTIVE DRIVE SUITE 160
(Street) FORT LEE　　NJ　　07024
(City)　　(State)　　(Zip)

1. Name and Address of Reporting Person[*] **KINDERHOOK PARTNERS L P**
(Last)　　(First)　　(Middle) ONE EXECUTIVE DR SUITE 160
(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:

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