

SMF ENERGY CORP  
Form SC 13G/A  
January 29, 2009

OMB APPROVAL  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1) \***

SMF Energy Corporation  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

78453M109  
(Cusip Number)

December 31, 2008  
(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)

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\* 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).

(Continued on following pages)

Page 1 of 10 Pages

13G

CUSIP No. 78453M109

NAMES OF REPORTING PERSONS

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

1

Joshua Tree Capital Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing may be deemed to own an aggregate of 1,200,741 Shares, which is 7.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page. [See Preliminary Note]  
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,200,741 [See Preliminary Note]  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,200,741 [See Preliminary Note]  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,200,741 [See Preliminary Note]

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

7.4% [See Preliminary Note]

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

Page 2 of 10 Pages

13G

CUSIP No. 78453M109

NAMES OF REPORTING PERSONS

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

1

Joshua Tree Capital Management, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,200,741 [See Preliminary Note]  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,200,741 [See Preliminary Note]  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,200,741 [See Preliminary Note]

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

7.4% [See Preliminary Note]

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

PN

13G

CUSIP No. 78453M109

NAMES OF REPORTING PERSONS

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

1

Joshua Tree Capital Management, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,200,741 [See Preliminary Note]  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,200,741 [See Preliminary Note]  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,200,741 [See Preliminary Note]

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

7.4% [See Preliminary Note]

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO



13G

CUSIP No. 78453M109

NAMES OF REPORTING PERSONS

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

1

Vikas Tandon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,200,741 [See Preliminary Note]  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,200,741 [See Preliminary Note]  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,200,741 [See Preliminary Note]

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

7.4% [See Preliminary Note]

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 78453M109

NAMES OF REPORTING PERSONS

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

1

Yedi Wong [ See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

-0- [See Preliminary Note] SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

-0- [See Preliminary Note]

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0- [See Preliminary Note]

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.0% [See Preliminary Note]**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

## Edgar Filing: SMF ENERGY CORP - Form SC 13G/A

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 20, 2008 (together with all prior and current amendments thereto, this "Schedule 13G").

Preliminary Note: The Reporting Persons (as defined below) are filing this Schedule 13G with respect to the Common Stock, par value \$0.01 per share (the "Shares"), of SMF Energy Corporation (the "Company"). As of December 31, 2008 the Reporting Persons own, in aggregate, (i) Series B Preferred Stock, par value \$0.01 per share (the "Preferred Shares"), convertible into 852,000 Shares; (ii) warrants (the "Warrants") to purchase 91,892 Shares, which Warrants were and continue to be currently exercisable; and (iii) certain 11½% senior secured convertible promissory notes maturing on December 31, 2009 (the "Convertible Notes"), of which 50% were and continue to be convertible into 256,849 Shares. All numbers and percentages contained in this Schedule 13G represent beneficial ownership of Shares deemed to be beneficially owned through the Preferred Shares, the Warrants and the Convertible Notes owned by the Reporting Persons as of December 31, 2008, unless stated otherwise. All percentages were calculated based on the 14,938,295 Shares outstanding as of November 12, 2008 as reported by the Company in its Quarterly Report on Form 10-Q for the period ended September 30, 2008 filed with the Securities and Exchange Commission on November 14, 2008 plus the additional Shares that would be issued if each Reporting Person exercised the Warrants and converted the Preferred Shares and the convertible portion of the Convertible Notes it owns as of the date hereof. The percentages do not assume the exercise of Warrants or the conversion of Preferred Shares or Convertible Notes held by any other persons or entities.

### Item 1. Issuer

(a) Name of Issuer:

SMF Energy Corporation

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

200 West Cypress Creek Road, Suite 400, Fort Lauderdale, Florida 33309

### Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share, of the Company. The CUSIP number of the Shares is 78453M109.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."



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- (i) Joshua Tree Capital Partners, LP, a Delaware limited partnership (the “Fund”), with respect to the Shares beneficially owned by it (through its ownership of Preferred Shares, Warrants and Convertible Notes);
  
- (ii) Joshua Tree Capital Management, LP, a Delaware limited partnership and the general partner of the Fund (the “Fund General Partner”), with respect to the Shares beneficially owned by the Fund (through its ownership of Preferred Shares, Warrants and Convertible Notes);