

SEC Form 3  
**FORM 3**

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	February 28, 2011
Estimated average burden hours per response	0.5

**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person  <u>NightWatch Capital Management, LLC</u>  _____ (Last) (First) (Middle) <u>5314 RIVER RUN DRIVE, SUITE 350</u>  _____ (Street) <u>PROVO UT 84604</u>  _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/25/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>RUB MUSIC ENTERPRISES, INC. [ RBME ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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, \$0.001 par value ("Common Stock")	1,939,316	I	See Footnote <sup>(1) (2) (3)</sup>

**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			
Class A Warrants to buy Common Stock	09/25/2009 <sup>(4)</sup>	09/25/2014	Common Stock	96,966	4 <sup>(5)</sup>	I	See Footnote <sup>(1) (2) (3)</sup>
Class B Warrants to buy Common Stock	09/25/2009 <sup>(4)</sup>	09/25/2014	Common Stock	96,966	8 <sup>(5)</sup>	I	See Footnote <sup>(1) (2) (3)</sup>
Amended Senior Note convertible into Common Stock	<sup>(6)</sup>	09/30/2011	Common Stock	25,675 <sup>(7)</sup>	2.9211 <sup>(5)</sup>	I	See Footnote <sup>(1) (2) (3)</sup>

**Explanation of Responses:**

1. The shares of the Common Stock, par value \$0.001 per share, of Rub Music Enterprises, Inc. (the "Common Stock"), the Class A Warrants and Class B Warrants to buy Common Stock (the "Warrants") and the Amended Senior Note (the "Note") to which this note relates are held directly by NightWatch Capital

Partners II, L.P., a Delaware limited partnership ("NWCP II"). The Common Stock, the Warrants, the Common Stock issuable upon the exercise of the Warrants and the Note are collectively referred to herein as the "Securities." NightWatch Capital Advisors, LLC (the "Investment Manager") serves as investment manager to, and has investment discretion over, the securities held by NWCP II. NightWatch Capital Management, LLC (the "General Partner") serves as the general partner of, and has investment discretion over, the securities held by NWCP II.

2. John Nemelka is the managing member of JFN Management, LLC, which is the managing member of NightWatch Management, LLC, which is the managing member of NightWatch Capital Group, LLC, which is the managing member of the Investment Advisor, which is the managing member of the General Partner. By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each such managing member and the General Partner may be deemed to be the beneficial owner of an indeterminate portion of the Securities held by NWCP II. Each such managing member and the General Partner disclaims beneficial ownership of all such Securities except to the extent of any indirect pecuniary interest (within the meaning of Rule 16a-1 of the Exchange Act) therein.

3. This Form 3 shall not be deemed an admission that any person referred to herein is a beneficial owner of any Securities for purposes of Section 16 of the Exchange Act or for any other purpose or that any person referred to herein has an obligation to file this Form 3.

4. The Class A Warrants and Class B Warrants are subject to a Lock-up Agreement pursuant to which such warrants and any Common Stock received in connection with the exercise thereof may not be transferred (with certain exceptions), without the consent of the Issuer, until January 1, 2011.

5. Per share, subject to certain adjustments for anti dilution protection.

6. The Amended Senior Note was convertible from the date of issuance on October 1, 2008, but is subject to a Lock-up Agreement pursuant to which any Common Stock received in connection with the exercise thereof may not be transferred (with certain exceptions), without the consent of the Issuer, until January 1, 2011.

7. This number of shares is based on the \$75,000 principal amount of the Note and does not include interest earned thereon which will also be convertible into Common Stock at the same conversion rate.

**Remarks:**

/s/ Paul V. Burgon      10/05/2009

\*\* Signature of Reporting      Date  
Person

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.**