

SEC Form 3
FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Prides Capital Partners, LLC</u> (Last) (First) (Middle) 200 HIGH STREET SUITE 700 (Street) BOSTON MA 02110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/05/2009	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) Form filed by One Reporting Person <input checked="" 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,	7,757,266	I	See Footnote ⁽¹⁾

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	09/25/2014	Common Stock	387,863	4 ⁽³⁾	I	See Footnote ⁽²⁾
Class B Warrants to buy Common Stock	09/25/2009	09/25/2014	Common Stock	387,863	8 ⁽³⁾	I	See Footnote ⁽²⁾
Amended Senior Note convertible into common stock	09/25/2009	09/30/2011	Common Stock	1,069,802	2.92 ⁽³⁾	I	See Footnote ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Prides Capital Partners, LLC</u> (Last) (First) (Middle)
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200 HIGH STREET		
SUITE 700		
(Street)		
BOSTON	MA	02110
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Richardson Kevin A II</u>		
(Last) (First) (Middle)		
200 HIGH STREET		
SUITE 700		
(Street)		
BOSTON	MA	02110
(City) (State) (Zip)		

Explanation of Responses:

- The shares of Common Stock reported herein as indirectly beneficially owned by Prides Capital Partners LLC, are owned directly by Prides Capital Fund I, LP. (7,757,266 shares of common stock) Because Prides Capital Partners LLC is the general partner of Prides Capital Fund I, LP, Prides Capital Partners LLC may be deemed to be the beneficial owner of shares owned by such entity. Because Kevin A. Richardson II is the controlling shareholder of Prides Capital Partners LLC, he may be deemed to be the beneficial owner of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners LLC, Prides Capital Fund I, LP, and Kevin A. Richardson II disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- 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, without the consent of the issuer, until January 1, 2011.
- Per Share, subject to certain adjustments for anti dilution protection.
- 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, without the consent of the Issuer, until January 1, 2011.

Remarks:

Kevin A. Richardson II, has been deputized by Prides Capital Partners LLC to serve on the Issuer's board of directors.

Prides Capital Partners 10/05/2009
LLC

Kevin A. Richardson II 10/05/2009

** 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.