HOFFMAN MARK S
Form 5
March 06, 2003

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                                                 OMB APPROVAL
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|_|  Check box if no longer  subject to Section 16. Form 4 or Form 5 obligations
     may continue. See Instruction 1(b).

|_|  Form 3 Holdings Reported

|X|  Form 4 Transactions Reported

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1.   Name and Address of Reporting Person*

  Hoffman                        Mark              S.
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   (Last)                       (First)          (Middle)

   c/o Palisade Capital Management, Inc.
   One Bridge Plaza, Suite 695
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                               (Street)

   Fort Lee                    New Jersey          07024
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   (City)                       (State)           (Zip)

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2.   Issuer Name and Ticker or Trading Symbol

     Opticare Health Systems, Inc. (OPT)

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3.   I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

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4.   Statement for Month/Year

     12/02

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5.   If Amendment, Date of Original (Month/Year)

6.  Relationship of Reporting Person(s) to Issuer
    (Check all applicable)

    |X|  Director                        |X|  10% Owner
    |_|  Officer (give title below)      |_|  Other (specify below)

    _____

7.  Individual or Joint/Group Filing
    (check applicable line)

    |X|  Form filed by One Reporting Person
    |_|  Form filed by More than One Reporting Person

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        Table I -- Non-Derivative Securities Acquired, Disposed of,
                       or Beneficially Owned
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| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) ------------ | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amoun Secur Benef Owned at th of Is Fisca (Inst |
|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | |
| COMMON STOCK, par value $0.001 | 12/26/2002 | | X | 17,375,000 | A | $0.14 | 19,37 |

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\*    If the form is filed by more than one reporting person, see instruction
     4(b)(v).


FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
            (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (mm/dd/yy) | 3A. Deemed Execution Date if any (mm/dd/yy) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Warrants | $0.14 | 12/26/02 | | X | 17,375,000 | | Immed. | 1/25/02 | Common Stock, par value $0.001 | 17,375,000 |

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Explanation of Responses:

\*      Palisade Capital Management, L.L.C. ("Palisade"), a New Jersey limited
        liability company, is a registered investment advisor that has
        discretionary authority over the accounts of its clients. Palisade is the
        beneficial owner, on behalf of its clients, of (i) 19,375,000 shares of
        OptiCare Health Systems, Inc. (the "Company") common stock, par value
        $.001 per share (the "Common Stock"), (ii) an immediately exercisable
        Warrant ("Warrant") to purchase up to 400,000 additional shares of Common
        Stock, and (iii) 2,920,599.50 shares of the Company's Series B 12.5%
        Voting Cumulative Convertible Participating Preferred Stock, par value
        $0.001 (the "Series B Preferred Stock"), immediately convertible into
        29,205,995 shares of Common Stock. The Warrant, the shares of Series B
        Preferred Stock and all shares of Common Stock are held in the account of
        Palisade Concentrated Equity Partnership, L.P., a private investment
        limited partnership formed by affiliates of Palisade under the laws of the
        State of Delaware (the "Partnership").


   /s/ Mark S. Hoffman                                    3/06/2003
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   **Signature of Reporting Person                            Date

**    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 provided is insufficient, see Instruction 6 for procedure.