

E COM VENTURES INC
Form 4
July 28, 2008

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JLF OFFSHORE FUND LTD

(Last) (First) (Middle)

PO BOX 896, HARBOUR CENTRE, 2ND FL, NORTH CHURCH ST

(Street)

GRAND CAYMAN, BRITISH W INDIES, E9 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

E COM VENTURES INC [ECMV]

3. Date of Earliest Transaction (Month/Day/Year)

07/28/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/28/2008 | | P | 1,373 A | \$ 14.79 333,466 | D ⁽¹⁾ | |
| Common Stock | 07/28/2008 | | P | 0 A | \$ 0 333,466 | I | Footnote ⁽²⁾ |
| Common Stock | 07/28/2008 | | P | 1,127 A | \$ 14.79 265,317 | I | Footnote ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JLF OFFSHORE FUND LTD PO BOX 896, HARBOUR CENTRE 2ND FL, NORTH CHURCH ST GRAND CAYMAN, BRITISH W INDIES, E9 00000 | | | X | |
| FEINBERG JEFF C/O JLF ASSET MANAGEMENT, LLC 2775 VIA DE LA VALLE, SUITE 204 DEL MAR, CA 92014 | | | X | |

Signatures

JLF Offshore Fund, Ltd., By: /s/ Jeffrey L. Feinberg, as Managing Member of JLF Asset Management, L.L.C., its investment manager 07/28/2008

__Signature of Reporting Person Date

/s/ Jeffrey L. Feinberg + 07/28/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) These securities are held in the account of JLF Offshore Fund, Ltd. (the "Fund").
 - (2) These securities are held in the account of the Fund. Jeffrey Feinberg has investment discretion over these securities by virtue of his position in the investment manager of the Fund.

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- (3) These securities are held in the accounts of private investment vehicles over which Jeffrey Feinberg has investment discretion by virtue of his position in the management company of said entities.

Remarks:

+ This Reporting Person hereby disclaims beneficial ownership over the securities reported in this Form 4 except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that this Reporting Person is the beneficial owner of such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.