

METROPOLITAN HEALTH NETWORKS INC
Form SC 13G/A
February 16, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Metropolitan Health Networks, Inc.
(Name of Issuer)
Common Stock, par value \$.001
(Title of Class of Securities)
592142103
(CUSIP Number)
December 31, 2009
(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)

* 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).

CUSIP No. 592142103

1 NAMES OF REPORTING PERSONS
Active Investors II, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida

5 SOLE VOTING POWER
NUMBER OF 5
None

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
489,720

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
None

WITH: **8** SHARED DISPOSITIVE POWER
489,720

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
489,720

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.15%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. 592142103

1 NAMES OF REPORTING PERSONS
Active Investors III, Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida

5 SOLE VOTING POWER
NUMBER OF 5
None

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 6
892,366

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 7
None

8 SHARED DISPOSITIVE POWER
WITH: 8
892,366

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
892,366

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

2.11%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. 592142103

1 NAMES OF REPORTING PERSONS
Fundamental Management Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Florida

5 SOLE VOTING POWER
NUMBER OF 5
None

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
1,382,086

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
None

WITH: **8** SHARED DISPOSITIVE POWER
1,382,086

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,382,086

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.26%

TYPE OF REPORTING PERSON

12

CO

Item 1.

(a) Name of Issuer:

Metropolitan Health Networks, Inc.

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

500 Australian Avenue South
Suite 100
West Palm Beach, FL 33401

Item 2.

(a) Name of Persons Filing:

Active Investors II, Ltd.
Active Investors III, Ltd.
Fundamental Management Corporation

(b) Address of Principal Business Office or if None, Residence:

For Active Investors II, Ltd., Active Investors III, Ltd., and
Fundamental Management Corporation

8567 Coral Way, #138
Miami, FL 33155

(c) Citizenship:

Active Investors II, Ltd. Florida
Active Investors III, Ltd. Florida
Fundamental Management Corporation Florida

(d) Title of Class of Securities:

Common Stock, par value \$.001

(e) Cusip Number: 592142103

Item 3.

Not Applicable

Item 4. Ownership

(1)(a) Amount Beneficially Owned by Active Investors II, Ltd.:

12/31/09 489,720

12/31/08 930,000

(1)(b) Percent of Class:

12/31/09 1.15%

12/31/0 1.93%

(1)(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to vote or to direct the vote:

12/31/09 489,720

12/31/08 930,000

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of:

12/31/09 489,720

12/31/08 930,000

(2)(a) Amount Beneficially Owned by Active Investors III, Ltd.:

12/31/09 892,366

12/31/08 1,449,900

(2)(b) Percent of Class:

12/31/09 2.11%

12/31/08 3.00%

(2)(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to vote or to direct the vote:

12/31/09 892,366

12/31/08 1,449,900

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of:

12/31/09 892,366

12/31/08 1,449,900

(3)(a) Amount Beneficially Owned by Fundamental Management Corporation:

12/31/09 1,382,086

12/31/08 2,379,900

(3)(b) Percent of Class:

12/31/09 3.26%

12/31/08 4.93%

(3)(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to vote or to direct the vote:

12/31/09 1,382,086

12/31/08 2,379,900

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of:

12/31/09 1,382,086

12/31/08 2,379,900

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

This statement is filed on behalf of a group consisting of Active Investors II, Ltd., a Florida limited partnership, Active Investors III, Ltd., a Florida limited partnership and Fundamental Management Corporation, a Florida corporation. Fundamental Management Corporation is the general partner of Active Investors II, Ltd., and Active Investors III, Ltd.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2010

ACTIVE INVESTORS II, LTD.

By: Fundamental Management Corporation,
its General Partner

By: /s/ Damarie Cano
Damarie Cano, Secretary and Treasurer

ACTIVE INVESTORS III, LTD.

By: Fundamental Management Corporation,
its General Partner

By: /s/ Damarie Cano
Damarie Cano, Secretary and Treasurer

**FUNDAMENTAL MANAGEMENT
CORPORATION**

By: /s/ Damarie Cano
Damarie Cano, Secretary and Treasurer

EXHIBITS

Exhibit A: Joint Filing Statement