

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

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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(f) of the Investment Company Act of 1940

1. Name and Address of	of Report	ing Person	n *	2. Issu	er Name	and Ti	cke	er or Tr	adin	ıg Sy	mbol	5. Relation (Check all			Person(s)	to Issuer
RAN ASSAF					NHATT [LOA		R	IDGE	CA	API	TAL,	X Dire	ctor		_ X 10%	Owner
(Last) (Fi	rst)	(Middle)		3. Dat	3. Date of Earliest Transaction (MM/DD/YYYY)						YYY)	X Office below) President	er (give title	e below)	Othe	r (specify
C/O MANHATTA	AN BRI	DGE				5/15	1/2	2009				T CSIGCII	CC CLO			
CAPITAL, INC, 1 AVENUE			ON													
	treet)				mendme	ent, Date	O	Priginal	File	d		6. Individ Applicable L		nt/Group I	Filing (Che	eck
NEW YORK, NY	10016															
(City) (State) (Zip)										_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person						
				1											8	
	Tal	ble I - No	n-De	rivativ	e Securi	ties Acq	ui	red, Di	spos	sed o	of, or E	Seneficially	y Owned			
· · · · · · · · · · · · · · · · · · ·		Trans.	Date, if	3. Trans. Code (Instr. 8)		4. Securi Acquired Disposed (Instr. 3,	l (A) l of (I	(A) or Follow of (D) (Instr.		mount of Securities Beneficially Owned owing Reported Transaction(s) r. 3 and 4)			6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
					any	Code	v		(A) or						or Indirect (I) (Instr. 4)	
Common Stock			5/	/15/2009		P		3000	Ť	\$0.94		18	41929		D	
Table II	- Derivat	ive Secur	ities	Benefi	cially O	wned (e	.g.	, puts,	cal	ls, wa	arrant	s, options	, convert	ible secur	ities)	
	ntive	Deemed Execution	4. Trans. Code (Instr.	Deriv Secur Acqui Dispo		6. Date Exercisable and Expiration Date			Sec Der	7. Title and Amou Securities Underly Derivative Securit (Instr. 3 and 4)		ing Derivative		derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	Beneficial
			Code	17 (A)	(A) (D)		Expiration ble Date		Titl	e Am		Number of		Transaction (s) (Instr. 4)	4)	

Explanation of Responses:

Reporting Owners

reporting o where								
Demonting Oxymen Nema / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
RAN ASSAF C/O MANHATTAN BRIDGE CAPITAL, INC								
·	X	X	President & CEO					
192 LEXINGTON AVENUE								
NEW YORK, NY 10016								

Signatures

/s/ Assaf Ran 5/19/2009

** Signature of Reporting 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 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).

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 control number.