

FREESEAS INC.
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

FreeSeas Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

Y26496201

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- a. Rule 13d-1(b)
- b. Rule 13d-1(c)
- 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. Y26496201

1. Name of Reporting Person.
I.R.S. Identification Nos. of above persons
(entities only).

Crede CG III, Ltd.

2. Check the Appropriate Box if a Member of
a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Citizenship or Place of
Organization Bermuda

| | | |
|---------------------|-----------------------------|-----------|
| Number of | 5. Sole Voting Power | 0 |
| Shares Beneficially | | |
| Owned by Each | 6. Shared Voting Power | 2,084,843 |
| Reporting | | |
| Person With: | 7. Sole Dispositive Power | 0 |
| | | |
| | 8. Shared Dispositive Power | 2,084,843 |

9. Aggregate Amount Beneficially Owned by
Each Reporting Person 2,084,843
(see Item 4)

10. Check if the Aggregate Amount in Row
(9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount
in Row (9) 9.9% (see Item 4)

12. Type of Reporting Person (See
Instructions)

OO

CUSIP No. Y26496201

1. Name of Reporting Person.
I.R.S. Identification Nos. of above persons
(entities only).

Crede Capital Group, LLC

2. Check the Appropriate Box if a Member of
a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Citizenship or Place of
Organization Delaware

| | | |
|---------------------|-----------------------------|-----------|
| Number of | 5. Sole Voting Power | 0 |
| Shares Beneficially | | |
| Owned by Each | 6. Shared Voting Power | 2,084,843 |
| Reporting | | |
| Person With: | 7. Sole Dispositive Power | 0 |
| | 8. Shared Dispositive Power | 2,084,843 |

9. Aggregate Amount Beneficially Owned by
Each Reporting Person 2,084,843
(see Item 4)

10. Check if the Aggregate Amount in Row
(9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount
in Row (9) 9.9% (see Item 4)

12. Type of Reporting Person (See
Instructions)

HC

CUSIP No. Y26496201

1. Name of Reporting Person.
I.R.S. Identification Nos. of above persons
(entities only).

Acuitas Financial Group, LLC

2. Check the Appropriate Box if a Member of
a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of
Organization California

| | | |
|---------------------|-----------------------------|-----------|
| Number of | 5. Sole Voting Power | 0 |
| Shares Beneficially | | |
| Owned by Each | 6. Shared Voting Power | 2,084,843 |
| Reporting | | |
| Person With: | 7. Sole Dispositive Power | 0 |
| | | |
| | 8. Shared Dispositive Power | 2,084,843 |

9. Aggregate Amount Beneficially Owned by
Each Reporting Person 2,084,843
(see Item 4)

10. Check if the Aggregate Amount in Row
(9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount
in Row (9) 9.9% (see Item 4)

12. Type of Reporting Person (See
Instructions)

HC

CUSIP No. Y26496201

1. Name of Reporting Person.
I.R.S. Identification Nos. of above persons
(entities only).

Terren S. Peizer

2. Check the Appropriate Box if a Member of
a Group (See Instructions)

(a) £

(b) £

3. SEC Use Only

4. Citizenship or Place of
Organization United States of
America

| | | |
|---------------------|-----------------------------|-----------|
| Number of | 5. Sole Voting Power | 0 |
| Shares Beneficially | | |
| Owned by Each | 6. Shared Voting Power | 2,084,843 |
| Reporting | | |
| Person With: | 7. Sole Dispositive Power | 0 |
| | | |
| | 8. Shared Dispositive Power | 2,084,843 |

9. Aggregate Amount Beneficially Owned by
Each Reporting Person 2,084,843
(see Item 4)

10. Check if the Aggregate Amount in Row
(9) Excludes Certain Shares (See
Instructions)

11. Percent of Class Represented by Amount
in Row (9) 9.9% (see Item 4)

12. Type of Reporting Person (See
Instructions)

IN

This Amendment No. 1 is being filed jointly by the Reporting Persons and amends the Schedule 13G initially filed by the Reporting Persons with the Securities and Exchange Commission (the "SEC") on October 18, 2013 (the "Schedule 13G").

Except as set forth below, all Items of the Schedule 13G remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13G.

Item 4. Ownership.

(a) and (b):

As of the close of business on December 31, 2013, each of the Reporting Persons may be deemed to have beneficial ownership of 2,084,843 shares of Common Stock, which consists of 2,084,843 shares of Common Stock issuable upon exercise or exchange of a warrant held by Crede CG III (the "Warrant"), and all such shares of Common Stock represent beneficial ownership of approximately 9.9% of the Common Stock, based on (1) 18,974,185 shares of Common Stock issued and outstanding on December 20, 2013, as reported in the Form 424(b)(3) prospectus filed by the Issuer on December 30, 2013, plus (2) 2,084,843 shares of Common Stock issuable upon exercise or exchange of the Warrant.

The foregoing excludes (I) 415,157 shares of Common Stock issuable upon exercise or exchange of the Warrant because the Warrant contains a blocker provision under which the holder thereof does not have the right to exercise the Warrant to the extent (but only to the extent) that such exercise would result in beneficial ownership by the holder thereof or any of its affiliates of more than 9.9% of the Common Stock and (II) 5,000,000 shares of Common Stock issuable upon exercise or exchange of a second warrant held by Crede CG III (the "Second Warrant") because the Second Warrant contains a blocker provision under which the holder thereof does not have the right to exercise the Second Warrant to the extent (but only to the extent) that such exercise would result in beneficial ownership by the holder thereof or any of its affiliates of more than 9.9% of the Common Stock. Without such blocker provisions, each of the Reporting Persons may be deemed to have beneficial ownership of 7,500,000 shares of Common Stock.

(c) Number of shares as to which each Reporting Person has:

(i) Sole power to vote or to direct the vote: H.

(ii) Shared power to vote or to direct the vote: 2,084,843 .

(iii) Sole power to dispose or to direct the disposition of 0 .

(iv) Shared power to dispose or to direct the disposition of 2,084,843 .

Item 10. Certification

By signing below I certify 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, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2014

CREDE GC III, LTD

By: /s/ Terren S. Peizer

Terren S. Peizer, Managing Director

CREDE CAPITAL GROUP, LLC

By: /s/ Terren S. Peizer

Terren S. Peizer, Managing Member

ACUITAS FINANCIAL GROUP, LLC

By: /s/ Terren S. Peizer

Terren S. Peizer, Managing Member

/s/ Terren S. Peizer

Terren S. Peizer

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