

CACHE INC
Form SC 13G/A
February 05, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 1)*

Cache, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

127150308
(CUSIP Number)

December 31, 2014
(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)

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* 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 disclosures provided in a prior cover page.

The information required on 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).

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SCHEDULE 13G/A1

CUSIP No. 127150308 Page 2 of 5 Pages

**NAME OF REPORTING
PERSON**

1

Lloyd I.
Miller, III

2

**CHECK THE
APPROPRIATE
BOX IF A (a) o
MEMBER OF
A GROUP***

(b) o

3

SEC USE ONLY

4

**CITIZENSHIP OR
PLACE OF
ORGANIZATION**

United States

NUMBER OF

**5 SOLE
VOTING
POWER**

SHARES

2,354,078

BENEFICIALLY

**6 SHARED
VOTING
POWER**

OWNED BY

40,000

EACH

**7 SOLE
DISPOSITIVE
POWER**

REPORTING

2,354,078

PERSON

**8 SHARED
DISPOSITIVE
POWER**

WITH

40,000

9

	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,394,078	
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)	<input type="radio"/>
10	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
11	7.7% ¹	
12	TYPE OF REPORTING PERSON	
	IN-OO**	

** See Item 4.

¹ The percentage reported in this Schedule 13G/A is based upon 31,037,384 shares of Common Stock outstanding according to the Form 10-Q filed by the Issuer on November 12, 2014.

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Due to a clerical error, the Reporting Person inadvertently stated on the Schedule 13G filed on October 27, 2014 ("13G"), that the Reporting Person held 1,554,898 shares of the Issuer, when the total number of Introduction: reported shares should have been 1,554,998. Since the 13G was filed, there have been changes to the beneficial ownership of the shares held by the Reporting Person which requires the filing of this calendar year end amendment.

Item 1(a). Name of Issuer:	Cache, Inc.
Item 1(b). Address of Issuers' Principal Executive Offices:	256 West 38th Street New York, NY 10018
Item 2(a). Name of Person Filing:	Lloyd I. Miller, III
Item 2(b). Address of Principal Business Office or, if None, Residence:	3300 South Dixie Highway Suite 1-365 West Palm Beach, Florida 33405
Item 2(c). Citizenship:	U.S.A.
Item 2(d). Title of Class of Securities:	Common Stock
Item 2(e). CUSIP Number:	127150308

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

OWNERSHIP: The reporting person has sole voting and dispositive power with respect to 2,354,078 of the Item reported securities as (i) manager of a limited liability company that is the adviser to a certain trust, and (ii) an individual. The reporting person has shared voting and dispositive power with respect to 40,000 of the reported securities with respect to shares owned by the reporting person's wife.

(a) 2,394,078

(b) 7.7%

(c)(i) sole voting power: 2,354,078

(ii) shared voting power: 40,000

(iii) sole dispositive power: 2,354,078

(iv) shared dispositive power: 40,000

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

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Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

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.

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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.

Dated: February 5, 2015 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III