

Edgar Filing: ISIS CAPITAL MANAGEMENT LLC - Form SC 13D/A

ISIS CAPITAL MANAGEMENT LLC
Form SC 13D/A
December 19, 2003

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

SCHEDULE 13D

(AMENDMENT NO. 1)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CONCERTO SOFTWARE, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE

(Title of Class of Securities)

20602t106

(CUSIP Number)

Ernest Mysogland
ISIS Capital Management, LLC
1465 Post Road East, 2d Floor
Westport, Connecticut 06880
Tel. No.: (203) 259-7387

with a copy to:

George Y. Liu
Boies, Schiller & Flexner LLP
333 Main St.
Armonk, New York 10504
Tel. No.: (914) 749-8200

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

DECEMBER 18, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: { }

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).

SCHEDULE 13D

CUSIP No. 20602t106

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1 NAME OF REPORTING PERSON

ISIS Capital Management, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

7 SOLE VOTING POWER
8,250

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
8,250

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

8,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%

14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

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CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Rodney Bienvenu

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) {X}
(b) { }

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) { }

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
	0
8	SHARED VOTING POWER
	8,250
9	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER
	8,250

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES {x}

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%

14 TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Richard Rofe

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) { }

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
	0
8	SHARED VOTING POWER
	8,250
9	SOLE DISPOSITIVE POWER
	0
10	SHARED DISPOSITIVE POWER
	8,250

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%

14 TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Ernest Mysogland

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) { }

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
0	
8	SHARED VOTING POWER
8,250	
9	SOLE DISPOSITIVE POWER
0	
10	SHARED DISPOSITIVE POWER
8,250	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%

14 TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Kevin Goodman

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 8,250
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,250

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.1%

14 TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Ramius Securities, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 219,470
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 219,470
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
219,470

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2%

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14 TYPE OF REPORTING PERSON
BD, OO

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Ramius Capital Group, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 890,000
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 890,000
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

14 TYPE OF REPORTING PERSON

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IA, 00

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

C4S & Co., LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 890,000
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 890,000
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

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14 TYPE OF REPORTING PERSON
OO

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Ramius Advisors, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 228,623
	8	SHARED VOTING POWER 0

9	SOLE DISPOSITIVE POWER 228,623
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10	SHARED DISPOSITIVE POWER 0
----	-------------------------------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
228,623

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.1%

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14 TYPE OF REPORTING PERSON
IA, OO

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Peter A. Cohen

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8 SHARED VOTING POWER
890,000

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

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14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Morgan B. Stark

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

7 SOLE VOTING POWER
NUMBER OF SHARES 0

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER
890,000

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

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14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Thomas W. Strauss

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 890,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

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14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Jeffrey Solomon

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 890,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 890,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
890,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8%

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14 TYPE OF REPORTING PERSON
IN

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

RCG Ambrose Master Fund, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) { }

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER
NUMBER OF SHARES 275,095
BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY EACH 0
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER
275,095

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
275,095

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES {X}

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.5%

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14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

RCG Carpathia Master Fund, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER
NUMBER OF SHARES 166,812
BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY EACH 0
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER
166,812

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
166,812

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.5%

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14 TYPE OF REPORTING PERSON
CO

SCHEDULE 13D

CUSIP No. 20602t106

1 NAME OF REPORTING PERSON

Ramius Master Fund, Ltd.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) {X}
(b) { }

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) { }

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY 228,623

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON 0
WITH

9 SOLE DISPOSITIVE POWER
228,623

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
228,623

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES {x}

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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2%

14 TYPE OF REPORTING PERSON
CO

AMENDMENT TO SCHEDULE 13D

The Schedule 13D relating to the Common Stock, par value \$0.10 per share (the "Common Stock"), of Concerto Software, Inc., a Delaware corporation (the "Issuer"), having its principal executive offices at 6 Technology Park Drive, Westford, Massachusetts 01886, which was filed with the U.S. Securities and Exchange Commission on December 15, 2003 (the "Prior Schedule") by the Reporting Persons (as defined below) is hereby amended to furnish additional information set forth herein. All capitalized terms not otherwise defined shall have the meanings ascribed to such terms in the Prior Schedule.

This amendment is filed by ISIS Capital Management, LLC ("ISIS"), Rodney Bienvenu, Richard Rofe, Ernest Mysogland, Kevin Goodman, Ramius Securities, LLC, Ramius Capital Group, LLC, C4S & Co. LLC, Ramius Advisors, LLC, Peter A. Cohen, Morgan B. Stark, Thomas W. Strauss, Jeffrey Solomon, RCG Ambrose Master Fund, Ltd., RCG Carpathia Master Fund, Ltd. and Ramius Master Fund, Ltd. (collectively, the "ISIS Group" or the "Reporting Persons").

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following statement:

ISIS sent a letter (the "Proposal Letter"), a copy of which is attached hereto as Exhibit A and incorporated herein by reference, to the Issuer on December 18, 2003.

In the Proposal Letter, the ISIS Group proposed to management of the Issuer that the Issuer request Melita to extend the term of the Merger Agreement for an appropriate period, for example 120 days and to waive the no-shop provision of the Merger Agreement, in order to permit the Issuer to conduct a proper sale process, and that in consideration for Melita's consent, the Issuer would agree to an appropriate increase, for example 50%, in the break-up fee payable to Melita. The ISIS Group requested that the Issuer respond to its proposal by Monday, December 22, 2003.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

There is filed herewith as Exhibit A a copy of the Proposal Letter.

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: December 19, 2003

ISIS CAPITAL MANAGEMENT, LLC

By: /s/ Ernest Mysogland

Name: Ernest Mysogland
Title: Managing Member

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/s/ Ernest Mysogland

Ernest Mysogland, Individually and as
attorney-in-fact for each of Rodney Bienvenu,
Richard Rofe, and Kevin Goodman

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC
Its: Managing Member

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

RAMIUS CAPITAL GROUP, LLC

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

C4S & Co., LLC

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member

RCG AMBROSE MASTER FUND, LTD.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Person

RCG CARPATHIA MASTER FUND, LTD.

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Authorized Person

RAMIUS MASTER FUND, LTD.

By: /s/ Morgan B. Stark

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Name: Morgan B. Stark
Title: Authorized Person

/s/ Morgan B. Stark

Morgan B. Stark, Individually and as
attorney-in-fact for each of Peter A. Cohen,
Thomas W. Strauss and Jeffrey Solomon

RAMIUS ADVISORS, LLC

By: Ramius Capital Group, LLC
Its: Managing Member

By: C4S & Co., LLC
Its: Managing Member

By: /s/ Morgan B. Stark

Name: Morgan B. Stark
Title: Managing Member