

CACHE INC
Form SC 13G/A
January 30, 2015

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Cache, Inc.
(Name of Issuer)

Comon Stock, Par Value \$.01
(Title of Class of Securities)

127150308
(CUSIP Number)

January 23, 2015
(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)

* Pursuant to Rule 13d-1(h) promulgated under the Securities Exchange Act of 1934, as amended, this Schedule 13G/A amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the "SEC") on February 5, 2013, as amended, to reflect the fact that Michael F. Price resigned from his role as a member of the Board of Directors of Cache, Inc. effective as of January 23, 2015.

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. 127150308

1. Names of Reporting Persons

MFP Partners, L.P.(1)
c/o MFP Investors LLC
667 Madison Avenue, 25th Floor
New York, NY 10065

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

5. Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

6. Shared Voting Power 4,072,350

7. Sole Dispositive Power

8. Shared Dispositive Power 4,072,350

9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,072,350

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

11. Percent of Class Represented by Amount in Row (9) 13.1%

12. Type of Reporting Person (See Instructions)

PN

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. Michael F. Price is the managing partner of MFP Partners, L.P. and the managing member and controlling person of MFP Investors LLC.

CUSIP No. 127150308

1. Names of Reporting Persons

MFP Investors LLC(1)
667 Madison Avenue, 25th Floor
New York, NY 10065

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

- o (a)
- o (b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

5. Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

6. Shared Voting Power 4,072,350

7. Sole Dispositive Power

8. Shared Dispositive Power 4,072,350

9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,072,350

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

11. Percent of Class Represented by Amount in Row (9) 13.1%

12. Type of Reporting Person (See Instructions)

IA

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. Michael F. Price is the managing partner of MFP Partners, L.P. and managing member and controlling person of MFP Investors LLC.

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1. Names of Reporting Persons

Michael F. Price(1)
c/o MFP Investors LLC
667 Madison Avenue, 25th Floor
New York, NY 10065

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

5. Sole Voting Power 5,361

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

6. Shared Voting Power 4,072,350

7. Sole Dispositive Power 5,361

8. Shared Dispositive Power 4,072,350

9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,077,711

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

11. Percent of Class Represented by Amount in Row (9) 13.1%

12. Type of Reporting Person (See Instructions)
IN

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. Michael F. Price is the managing partner of MFP Partners, L.P. and managing member and controlling person of MFP Investors LLC.

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Item 1.

- (a) Name of Issuer
Cache, Inc.
- (b) Address of Issuer's Principal Executive Offices
256 West 38th Street
New York, NY 10018
USA

Item 2.

- (a) Name of Person Filing
MFP Partners, L.P.
MFP Investors LLC
Michael F. Price
- (b) Address of Principal Business Office or, if none,
Residence
667 Madison Avenue, 25th Floor
New York, NY 10065
- (c) Citizenship
MFP Partners, L.P. and MFP Investors LLC are each
organized under the laws of the state of
Delaware. Michael F. Price is a citizen of the United
States of America.
- (d) Title of Class of Securities
Comon Stock, Par Value \$.01
- (e) CUSIP Number
127150308

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

MFP Partners, L.P. directly owns 4,072,350 shares of Common Stock, representing 13.1% of the total number of shares of Common Stock outstanding. As the investment advisor to MFP Partners, L.P., MFP Investors LLC is deemed to have shared power to vote 4,072,350 shares of Common Stock, representing 13.1% of the total number of shares of Common Stock outstanding. Michael F. Price directly owns and has the sole power to vote 5,361 shares of Common Stock, and as Managing Member and controlling person of MFP Investors LLC, Michael F. Price is deemed to have shared power to vote 4,072,350 shares of Common Stock and may be deemed to be the indirect beneficial owner of 4,077,711 shares of Common Stock, representing 13.1% of the total number of shares of Common Stock outstanding.

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

Not applicable.

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

MFP Investors LLC manages investments for MFP Partners, L.P. which beneficially owns more than 5% of the shares of Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

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, other than activities solely in connection with a nomination under §240.14a-11.

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.

January 29, 2015

Date

MFP Partners, L.P.

/s/ Michael F. Price

Signature

Name:

Michael F. Price

Title:

Managing Partner

MFP Investors LLC

/s/ Michael F. Price

Signature

Name: Michael F. Price
Title: Managing Member

MICHAEL F. PRICE

/s/ Michael F. Price

Name: Signature
Michael F. Price

CUSIP No. 127150308

EXHIBITS

Exhibit Number	Title
1	Joint Filing Agreement dated January 29, 2015 among the Reporting Persons (filed herewith)

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