

RADIOLOGIX INC
Form SC 13G/A
February 10, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Radiologix, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

75040K109

(CUSIP Number)

December 31, 2004

(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)

*The remainder of this cover page shall be filled out for a reporting
persons initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information
which would alter disclosure 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).

(Continued on following pages)
(Page 1 of 7 Pages)

SCHEDULE 13G
CUSIP NO. 75040K109 PAGE 2 OF 7 PAGES

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

DDJ Capital Management, LLC
04-3300754

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A

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GROUP*

(a)]
(b)]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Commonwealth of Massachusetts

NUMBER OF 5 SOLE VOTING POWER
SHARES 1,373,400
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 1,373,400
PERSON WITH 8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,373,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)
6.30 %

12 TYPE OF REPORTING PERSON *
IA
*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G
CUSIP NO. 75040K109 PAGE 3 OF 7 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES
ONLY)
October G.P., LLC
04-3504881

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 1,373,400
BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY
EACH 7 SOLE DISPOSITIVE POWER
REPORTING 1,373,400
PERSON WITH 8 SHARED DISPOSITIVE POWER

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,373,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)
6.30%

12 TYPE OF REPORTING PERSON *
OO
*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G
CUSIP NO. 75040K109 PAGE 4 OF 7 PAGES

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES
ONLY)
The October Fund, Limited Partnership
04-3504882

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Massachusetts

| | | |
|--------------|-----------|--------------------------|
| NUMBER OF | 5 | SOLE VOTING POWER |
| SHARES | 1,373,400 | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| OWNED BY | | |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | 1,373,400 | |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
1,373,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)
6.30%

12 TYPE OF REPORTING PERSON *
PN
*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a) Name of Issuer:
Radiologix, Inc.

Item 1(b) Address of the Issuers Principal Executive Offices:
3600 JP Morgan Chase Tower, 2200 Ross Avenue, Dallas,
TX 75201-2776

Item 2(a) Names of Persons Filing:
DDJ Capital Management, LLC (DDJ), October G.P., LLC
(October GP) and The October Fund, Limited Partnership
(October Fund). Reference is made to Exhibit A attached
hereto, which is an agreement between the persons (as
specified above) that this Schedule 13G is being filed on
behalf of each of them.

Item 2(b) Address or Principal Business Office or, if None,
Residence:
141 Linden Street, Suite 4, Wellesley, Massachusetts
02482-7910.

Item 2(c) Citizenship:
DDJ is a Massachusetts limited liability company; October
GP is a Delaware limited liability company; October Fund
is a Massachusetts limited partnership.

Item 2(d) Title of Class of Securities:
Common Stock (the Shares)

Item 2(e) CUSIP Number:
75040K109

Item 3 Not Applicable.

Item 4 Ownership.

Item 4(a) Amount Beneficially Owned:
DDJ and October GP, as investment manager and general
partner, respectively, to October Fund, may be deemed the
beneficial owner of 1,373,400 Shares held by October
Fund, which amount represents approximately 6.30% of the
outstanding Shares of the Company

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Item 4(b) Percent of Class: See attached cover sheets.

Item 4(c) Number of shares as to which such person has:

- (i) Sole power to vote or to
direct the vote: See attached cover sheets.
- (ii) Shared power to vote or
to direct the vote: -0-

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- (iii) Sole power to dispose or to direct the disposition of: See attached cover sheets.
- (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:
 If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6 Ownership of More than Five Percent on Behalf of Another Person.
 See Item 4.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
 Not applicable.

Item 8 Identification and Classification of Members of the Group.
 See Item 4 above.

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Item 9 Notice of Dissolution.
 Not applicable.

Item 10 Certifications.

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 10, 2005 DDJ Capital Management, LLC

By: /s/ Wendy Schnipper Clayton

 Wendy Schnipper Clayton
 Attorney-in-Fact*

October G.P., LLC The October Fund, Limited Partnership
 By: DDJ Capital Management, LLC, By: October G.P., LLC, its Manager General Partner

By: DDJ Capital Management, LLC,
 Manager

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By:/s/ Wendy Schnipper Clayton By:/s/ Wendy Schnipper Clayton

Wendy Schnipper Clayton Wendy Schnipper Clayton
Attorney-in-Fact* Attorney-in-Fact*

*See Limited Power of Attorney filed with Trikon Technologies Schedule
13G dated March 3, 2000.

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CUSIP NO. 75040K109

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Radiologix, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 10th day of February, 2005.

DDJ Capital Management, LLC

By: /s/ Wendy Schnipper Clayton

Wendy Schnipper Clayton
Attorney-in-Fact*

October G.P., LLC

By: DDJ Capital Management, LLC, Manager

By: /s/ Wendy Schnipper Clayton

Wendy Schnipper Clayton
Attorney-in-Fact*

The October Fund, Limited Partnership

By: October G.P., LLC, its General Partner

By: DDJ Capital Management, LLC, Manager

By:/s/ Wendy Schnipper Clayton

Wendy Schnipper Clayton
Attorney-in-Fact*

*See Limited Power of Attorney filed with Trikon Technologies, Inc.
Schedule 13G dated March 3, 2000.