

RITA MEDICAL SYSTEMS INC
Form SC 13G
February 16, 2007

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. (1)*)

RITA MEDICAL SYSTEMS, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

76774E103

(CUSIP Number)

December 31, 2006

(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 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).

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CUSIP No. **76774E103**

1. Names of Reporting Persons. MMCAP INTERNATIONAL INC. SPC
I.R.S. Identification Nos. of above persons (entities only). N/A

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: **Cayman Islands**

| | | |
|---|-----------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power | 2,741,954 |
| | 6. Shared Voting Power | <u>0</u> |
| | 7. Sole Dispositive Power | 2,741,954 |
| | 8. Shared Dispositive Power | <u>0</u> |

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,741,954

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

11. Percent of Class Represented by Amount in Row (9) 6.34%

12. Type of Reporting Person (See Instructions) CO

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Item 1.

(a) Name of Issuer

RITA MEDICAL SYSTEMS, INC.

Item 1.

(b) Address of Issuer's Principal Executive Offices

46421 Landing Parkway, Fremont, CA 94538

Item 2.

(a) Name of Person Filing

MMCAP International Inc. SPC

Item 2.

(b) Address of Principal Business Office or, if none, Residence

**P.O. Box 32021, SMB, Admiral Financial Centre
90 Fort Street, Grand Cayman, Cayman Islands BWI**

Item 2.

(c) Citizenship

Cayman Islands

Item 2.

(d) Title of Class of Securities

Common Stock

Item 2.

(e) CUSIP Number

76774E103

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: N/A

- | | | |
|-----|--------------------------|---|
| (a) | <input type="checkbox"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="checkbox"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="checkbox"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="checkbox"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input type="checkbox"/> | An investment adviser in accordance with § 240. 13d-1(b)(1)(ii)(E); |
| (f) | <input type="checkbox"/> | An employee benefit plan or endowment fund in accordance with § 240. 13d-1(b)(1)(ii)(F); |
| (g) | <input type="checkbox"/> | A parent holding company or control person in accordance with § 240. 13d-1(b)(1)(ii)(G); |
| (h) | <input type="checkbox"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="checkbox"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="checkbox"/> | Group, in accordance with § 240. 13d-1(b)(1)(ii)(J). |

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Item 4. Ownership.

- (a) Amount beneficially owned: 2,741,954
- (b) Percent of class: 6.34%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 2,741,954
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of

2,741,954

- (iv) Shared power to dispose or to direct the disposition of 0

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.

Not applicable

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.

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.

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.

February 16, 2007
Date

/s/ Hillel Meltz
Signature

Hillel Meltz, Attorney-in-Fact
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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EXHIBIT INDEX

Exhibit 24 Power of Attorney

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