

IMAGE INVESTOR PORTFOLIO A SEP SER OF MEMPHIS ANGELS LLC

Form 4

August 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**IMAGE INVESTOR PORTFOLIO
A SEP SER OF MEMPHIS
ANGELS LLC**

(Last) (First) (Middle)

6410 POPLAR AVENUE, SUITE
395

(Street)

MEMPHIS, TN 38119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
IPIX CORP [IPIX]

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/19/2005		S	65,625 D	\$ 3.5879 39,818	D	
Common Stock	08/19/2005		J ⁽¹⁾	38,566 D	\$ 0 1,252	D	
Common Stock	08/19/2005		J ⁽⁷⁾	2,228 A	\$ 0 2,228	D	
Common Stock	08/19/2005		C ⁽⁸⁾	45,383 A	\$ 2.17 47,611	D	
Common Stock	08/19/2005		S ⁽⁸⁾	47,611 D	\$ 3.6568 0	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series B Convertible Preferred Stock	\$ 2.17	08/19/2005		J ⁽²⁾			230,513	⁽³⁾	⁽⁴⁾	Common Stock
Tranche A Warrants	\$ 40	08/19/2005		J ⁽⁵⁾			96,831	⁽³⁾	05/14/2006	Series B Convertible Preferred Stock
Series B Convertible Preferred Stock	\$ 2.17	08/19/2005		J ⁽⁷⁾		4,929		⁽³⁾	⁽⁴⁾	Common Stock
Series B Convertible Preferred Stock	\$ 2.17	08/19/2005		C			4,929	08/19/2005	⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IMAGE INVESTOR PORTFOLIO A SEP SER OF MEMPHIS ANGELS LLC 6410 POPLAR AVENUE, SUITE 395 MEMPHIS, TN 38119		X		
MCGREW IV FRANK A 150 4TH AVE NORTH STE. 1050 NASHVILLE, TN 37219-2419		X		
PARADIGM HOLDINGS 1661 INTERNATIONAL DR STE.330		X		

MEMPHIS, TN 38120

MEMPHIS ANGELS LLC

1661 INTERNATIONAL DR STE 330

X

MEMPHIS, TN 38120

PARADIGM CAPITAL EQUITY PARTNERS LLC

1661 INTERNATIONAL DR STE.330

X

MEMPHIS, TN 38120

Signatures

/s/Debra A. Wiles, as Attorney in Fact for Frank McGrew, IV, individually and as Managing Partner of Paradigm Holdings, Managing Member of Paradigm Capital Equity Partners, LLC, Manager of Image Investors Portfolio, a Separate Series of Memphis Angels LLC

08/23/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Distribution of 31,246 shares of common stock to the members of Image Investor Portfolio, including 1,252 shares to Paradigm Holdings, 2,228 shares of Common Stock to Frank McGrew, IV, and of 8,572 shares of common stock to one unaffiliated non-member.
Distribution of 214,316 shares of Series B Convertible Preferred Stock to members of Image Investors Portfolio, including 2,769 shares to Paradigm Holdings, 4,929 shares to Frank McGrew, IV, and 18,966 shares of Series B Convertible Preferred Stock to one unaffiliated non-member.
- (2) to Paradigm Holdings, 4,929 shares to Frank McGrew, IV, and 18,966 shares of Series B Convertible Preferred Stock to one unaffiliated non-member.
- (3) Exercisable at any time.
- (4) No expiration date.
- (5) Image Investors received the Tranche A Warrant which entitles Image to purchase 99,600 shares of Series B Preferred Stock in connection with a Securities Purchase Agreement between IPIX Corp. and Image Investors. Image is distributing the rights to purchase 89,640 shares of Series B Preferred Stock to its members and distributing the rights to purchase 9,960 shares of Series B Preferred Stock to one unaffiliated non-member.
- (6) Paradigm Holdings received a Tranche A Warrant entitling it to purchase 996 shares of Series B Preferred Stock; Frank McGrew, IV, received a Tranche A Warrant entitling him to purchase 1,773 shares of Series B Preferred Stock.
- (7) Pro rata distribution from Image Investors Portfolio to Frank McGrew, IV, Managing Partner of Paradigm Holdings.
- (8) Conversion of Series B Preferred Stock and sale of common stock by Frank McGrew, IV.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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