

HFTP INVESTMENT LLC  
Form SC 13G/A  
January 25, 2005

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

**SCHEDULE 13G**

(Rule 13d-102)

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

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

**Andrea Electronics Corporation**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**034393108**

(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)

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\*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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- |   |  |
|---|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | <p>1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br/>HFTP Investment L.L.C.</p> <p>2. Check the Appropriate Box if a Member of a Group (See Instructions)<br/>                     (a) <input checked="" type="checkbox"/> <br/>                     (b) <input type="checkbox"/> <br/> </p> <p>3. SEC Use Only</p> <p>4. Citizenship or Place of Organization<br/>                     Delaware limited liability company<br/><br/>                     U.S.A.</p> <p>5. Sole Voting Power<br/>0</p> <p>6. Shared Voting Power<br/>0</p> <p>7. Sole Dispositive Power<br/>0</p> <p>8. Shared Dispositive Power<br/>0</p> |
| 9.  | <p>Aggregate Amount Beneficially Owned by Each Reporting Person<br/>0</p>  |
| 10.   | <p>Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/></p>  |
| 11.   | <p>Percent of Class Represented by Amount in Row (9)<br/>0.0%</p>  |
| 12.   | <p>Type of Reporting Person (See Instructions)<br/>OO</p>  |

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- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)<br>Promethean Asset Management, L.L.C. |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)  |   |
|     | (a)  | ý |
|     | (b)  | o |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>Delaware limited liability company<br><br>U.S.A.                                       |   |
| 5.  | Sole Voting Power  | 0 |
| 6.  | Shared Voting Power  | 0 |
| 7.  | Sole Dispositive Power   | 0 |
| 8.  | Shared Dispositive Power   | 0 |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0  |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o  |   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>0.0%  |   |
| 12. | Type of Reporting Person (See Instructions)<br>OO; HC  |   |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
James F. O'Brien, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) ☒ Yes
  - (b) ☐ No
3. SEC Use Only
4. Citizenship or Place of Organization  
U.S. Citizen  
  
U.S.A.
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
IN; HC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Promethean Investment Group, L.L.C.

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  
New York limited liability company

U.S.A.

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
0

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0

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

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
OO; HC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
HFTP Managers LLC

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 limited liability company

U.S.A.

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6. Shared Voting Power  
0

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0

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

11. Percent of Class Represented by Amount in Row (9)  
0.0%

12. Type of Reporting Person (See Instructions)  
OO; HC

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Heracles Fund
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) ☒ ý
  - (b) ☐ o
3. SEC Use Only
4. Citizenship or Place of Organization  
Cayman Islands corporation  
  
U.S.A.
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ o
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
CO; HC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Promethean Managers LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a) ☒ y
  - (b) ☐ o
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware limited liability company  
  
U.S.A.
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ o
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
OO; HC

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Themis Managers LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ☒   
(b) ☐   
  
3.