

WHITNEY INFORMATION NETWORK INC  
Form SC 13G  
December 20, 2005

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

Whitney Information Network, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

966621104

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(CUSIP Number)

December 13, 2005

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(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).

CUSIP No. 966621104

1. Names of Reporting Persons.

**QVT Financial LP**

I.R.S. Identification Nos. of above persons (entities only).

11-3694008

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  0

6.  Shared Voting Power

Owned by

Each

Reporting

Person  600,000 shares of common stock

7.  Sole Dispositive Power

With:

0

8.  Shared Dispositive Power

600,000 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

600,000 shares of common stock

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

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

5.33%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 966621104

1. Names of Reporting Persons.

**QVT Financial GP LLC**

I.R.S. Identification Nos. of above persons (entities only).

11-3694007

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  0

6.  Shared Voting Power

Owned by

Each

Reporting

600,000 shares of common stock

Person  7.  Sole Dispositive Power

With:

0

8.  Shared Dispositive Power

600,000 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

600,000 shares of common stock

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

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

5.33%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 966621104

1. Names of Reporting Persons.

**QVT Fund LP**

I.R.S. Identification Nos. of above persons (entities only).

98-0415217

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

5.  Sole Voting Power

Number of

Shares

Beneficially  0

6.  Shared Voting Power

Owned by

Each

Reporting

600,000 shares of common stock

Person  7.  Sole Dispositive Power

With:

0

8.  Shared Dispositive Power

600,000 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

600,000 shares of common stock

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

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

5.33%

12. Type of Reporting Person (See Instructions)

PN



CUSIP No. 966621104

1. Names of Reporting Persons.

**QVT Associates GP LLC**

I.R.S. Identification Nos. of above persons (entities only).

01-0798253

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  0

6.  Shared Voting Power

Owned by

Each

Reporting

600,000 shares of common stock

Person  7.  Sole Dispositive Power

With:

0

8.  Shared Dispositive Power

600,000 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person

600,000 shares of common stock

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

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

5.33%

12. Type of Reporting Person (See Instructions)

OO

**Item 1 (a).** Name of Issuer

The name of the issuer is Whitney Information Network, Inc. (the Issuer )

**Item 1 (b).** Address of Issuer's Principal Executive Offices

The address of the Issuer's principal executive offices is:

1612 East Cape Coral Parkway, Suite A, Cape Coral, Florida 33904, United States

**Item 2 (a).** Name of Person Filing

**Item 2 (b).** Address of Principal Business Office or, if none, Residence

**Item 2 (c).** Citizenship

QVT Financial LP

527 Madison Avenue, 8th Floor

New York, New York 10022

Delaware Limited Partnership

QVT Financial GP LLC

527 Madison Avenue, 8th Floor

New York, New York 10022

Delaware Limited Liability Company

QVT Fund LP

Walkers SPV, Walkers House

P.O. Box 908GT

Mary Street

George Town, Grand Cayman, Cayman Islands

Cayman Islands Limited Partnership

QVT Associates GP LLC

527 Madison Avenue, 8th Floor

New York, New York 10022

Delaware Limited Liability Company

**Item 2 (d).** Title of Class of Securities

The title of the securities is common stock (the Common Stock ).

**Item 2 (e).** CUSIP Number

The CUSIP number of the Common Stock is 966621104.

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**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:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. 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) .. Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

- (a) Amount beneficially owned:

QVT Financial LP ( QVT Financial ) is the investment manager for QVT Fund LP (the Fund ). As a result of an acquisition of Common Stock on December 13, 2005 in connection with a private placement by the Issuer, the Fund beneficially owns 600,000 shares of Common Stock, consisting of 400,000 shares of Common Stock and 200,000 shares of Common Stock underlying common stock purchase warrants. QVT Financial has the power to direct the vote and disposition of the Common Stock owned by the Fund. Accordingly, QVT Financial may be deemed to be the beneficial owner of the 600,000 shares of Common Stock owned by the Fund. QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial, and QVT Associates GP LLC, as General Partner of the Fund, may be deemed to beneficially own the same number of shares of Common Stock reported by the Fund.

Each of QVT Financial and QVT Financial GP LLC disclaim beneficial ownership of all shares of Common Stock owned by the Fund. QVT Associates GP LLC disclaims beneficial ownership of all shares of Common Stock owned by the Fund, except to the extent of its pecuniary interest therein.

- (b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

0

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

See item (a) above.

**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.**

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.

Dated: December 20, 2005

**QVT FINANCIAL LP**

By QVT Financial GP LLC,  
its General Partner

By: /s/ Daniel Gold  
\_\_\_\_\_

Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
\_\_\_\_\_

Name: Lars Bader  
Title: Managing Member

**QVT FINANCIAL GP LLC**

By: /s/ Daniel Gold  
\_\_\_\_\_

Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
\_\_\_\_\_

Name: Lars Bader  
Title: Managing Member

**QVT FUND LP**

By QVT Associates GP LLC,  
its General Partner

By: /s/ Daniel Gold  
\_\_\_\_\_

Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
\_\_\_\_\_

Name: Lars Bader  
Title: Managing Member

**QVT ASSOCIATES GP LLC**

By: /s/ Daniel Gold  
\_\_\_\_\_

Name: Daniel Gold  
Title: Managing Member

By: /s/ Lars Bader  
\_\_\_\_\_

Name: Lars Bader  
Title: Managing Member

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: December 20, 2005

**QVT FINANCIAL LP**

By QVT Financial GP LLC,  
its General Partner

By:           /s/ Daniel Gold          

Name: Daniel Gold  
Title: Managing Member

By:           /s/ Lars Bader          

Name: Lars Bader  
Title: Managing Member

**QVT FINANCIAL GP LLC**

By:           /s/ Daniel Gold          

Name: Daniel Gold  
Title: Managing Member

By:           /s/ Lars Bader          

Name: Lars Bader  
Title: Managing Member

**QVT FUND LP**

By QVT Associates GP LLC,  
its General Partner

By:           /s/ Daniel Gold          

Name: Daniel Gold  
Title: Managing Member

By:           /s/ Lars Bader          

Name: Lars Bader  
Title: Managing Member

**QVT ASSOCIATES GP LLC**

By:           /s/ Daniel Gold          

Name: Daniel Gold  
Title: Managing Member

By:           /s/ Lars Bader          

Name: Lars Bader  
Title: Managing Member