

---

**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

**Schedule 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 02)\***

|                                |
|--------------------------------|
| <b>OMB Number</b><br>3235-0145 |
|--------------------------------|

---

**CDSI HOLDINGS INC**

(Name of Issuer)

---

**Common Shares**

(Title of Class of Securities)

---

**12512T102**

(CUSIP Number)

---

**February 10, 2009**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- |                                     |               |
|-------------------------------------|---------------|
| <input type="checkbox"/>            | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/>            | 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.

---

1. Names of Reporting Persons.

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

**GOTTLIEB JAY**

---

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

USA

---

5. Sole Voting Power

275,000 Common Shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

6. Shared Voting Power

none

---

7. Sole Dispositive Power

275,000 Common Shares

---

8. Shared Dispositive Power

none

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

275,000 Common Shares

---

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

11. Percent of Class Represented by Amount in Row 9

8.8%

---

12. Type of Reporting Person (See Instructions)

IN

---

---

**Item 1.**

a. Name of Issuer

CDSI HOLDINGS INC

---

b. Address of Issuer's Principal Executive Offices

100 S.E. SECOND STREET, 32ND FLOOR  
MIAMI, FL 33131

---

---

**Item 2.**

a. Name of Person Filing

Jay Gottlieb

---

b. Address of Principal Business Office or, if None, Residence

27 Misty Brook Lane  
New Fairfield, CT 06812

---

c. Citizenship

USA

---

d. Title of Class of Securities

Common Stock

---

e. CUSIP Number

12512T102

---

---

**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:

275,000 Common Shares

b. Percent of class:

8.8%

c. Number of shares as to which the person has:

i. Sole power to vote or to direct the vote:

275,000 Common Shares

ii. Shared power to vote or to direct the vote:

none

iii. Sole power to dispose or to direct the disposition of:

275,000 Common Shares

iv. Shared power to dispose or to direct the disposition of:

none

---

**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.**

---

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

---

**Item 8. Identification and Classification of Members of the Group**

---

**Item 9. Notice of Dissolution of Group**

---

**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 10, 2009**

Date

**/s/ Jay Gottlieb**

Signature

**Jay Gottlieb**

Name / Title

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)**

---