

INPHONIC INC
Form 4
August 15, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
INPHONIC INC [INPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

85 BROAD ST

3. Date of Earliest Transaction (Month/Day/Year)
08/13/2007

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

(Street)

NEW YORK, NY 10004

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

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

(City) (State) (Zip)

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 (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/13/2007		S		300	D	\$ 3.13	5,110,181	I	See footnotes (1) (2)
Common Stock	08/14/2007		P		300	A	\$ 2.77	5,110,181	I	See footnotes (1) (2)

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

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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Warrants to Purchase Common Stock	\$ 0.01	08/13/2007		P	488,889	(3) 08/12/2012	Common Stock 488,889
Warrants to Purchase Common Stock	\$ 0.01					(3) 11/07/2011	Common Stock 687,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 08/15/2007

**Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 08/15/2007

**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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

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- (2) The shares of common stock, par value \$0.01 per share (the "Common Stock") of InPhonic, Inc. (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to the Company. The 5,110,181 shares of Common Stock reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such securities by Goldman Sachs or another wholly-owned subsidiary of GS Group (collectively, "Goldman"). Goldman has open short positions of 390,119 shares of Common Stock.
- (3) Immediately exercisable
- (4) On November 7, 2006, the Company entered into a credit agreement (the "Credit Agreement") with Goldman Sachs Credit Partners, L.P., an affiliate of the Reporting Persons, certain other lenders from time to time party thereto, and Citicorp North America, Inc., as administrative agent. On August 8, 2007, the Company entered into an amendment to the Credit Agreement, pursuant to which, on August 13, 2007, the Company issued to Goldman Sachs warrants to purchase 488,889 shares of Common Stock subject to adjustment upon the occurrence of certain events set forth in the warrant agreement, dated as of November 7, 2006, as amended, by and among the Company, Goldman Sachs and other parties thereto.
- (5) GS Group may be deemed to beneficially own indirectly warrants to purchase an aggregate of 1,176,389 shares of Common Stock by reason of the direct ownership of such securities by Goldman Sachs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.