

ASPYRA INC
Form SC 13G
September 17, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)

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APPROVAL
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Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934

Aspyra, Inc.
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

04538V104
(CUSIP Number)

August 27, 2007
(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 disclosures provided in a prior cover page.

The information required on 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. 04538V104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Potomac Capital Management LLC
13-3984298

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

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 1,480,000
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 1,480,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,480,000 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)
13.7%

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

CUSIP No. 04538V104

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

Potomac Capital Management Inc.
13-3984786

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

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. Sole Voting Power
0

6. Shared Voting Power
1,480,000

7. Sole Dispositive Power
0

8. Shared Dispositive Power
1,480,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,480,000 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)

13.7%

12. Type of Reporting Person (See Instructions)

HC; CO

CUSIP No. 04538V104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Paul J. Solit

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

U.S.

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5.

Sole Voting Power

24,800

6.

Shared Voting Power

1,480,000

7.

Sole Dispositive Power

24,800

8.

Shared Dispositive Power

1,480,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,504,800 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)

13.9%

12. Type of Reporting Person (See Instructions)

IN; HC

CUSIP No. 04538V104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Potomac Capital Partners, LP
13-3984299

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
Limited Partnership formed under the laws of the State of Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 640,611 shares of common stock
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 640,611 shares of common stock

9. Aggregate Amount Beneficially Owned by Each Reporting Person
640,611 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)
5.93%

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

Item 1.

- (a) **Name of Issuer**
Aspyra, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
26115-A Mureau Road
Calabasas, CA 91302

Item 2.

- (a) **Name of Person Filing**
 - (i) Potomac Capital Management LLC;
 - (ii) Potomac Capital Management Inc.;
- (b) **Address of Principal Business Office or, if none, Residence**
 - (i) and (ii)
825 Third Avenue, 33rd Floor
New York, New York 10022
- (c) **Citizenship**
 - (i) New York
 - (ii) New York
- (a) **Name of Person Filing**
Paul J. Solit
- (b) **Address of Principal Business Office or, if none, Residence**
825 Third Avenue
33rd Floor
New York, New York 10022
- (c) **Citizenship**
US Citizen
- (a) **Name of Person Filing**
Potomac Capital Partners, LP
- (b) **Address of Principal Business Office or, if none, Residence**
825 Third Avenue
33rd Floor
New York, New York 10022
- (c) **Citizenship**
Limited Partnership formed under the laws of the State of Delaware
- (d) **Title of Class of Securities**
Common Stock, no par value
- (e) **CUSIP Number**
04538V104

Item 3. Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Potomac Capital Management LLC
Potomac Capital Management Inc.

- (a) **Amount beneficially owned:** 1,480,000

- (b) **Percent of class:** 13.7%
- (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**
1,480,000
 - (iii) **Sole power to dispose or to direct the disposition**
of 0
 - (iv) **Shared power to dispose or to direct the**
disposition of 1,480,000

Paul J. Solit

- (a) **Amount beneficially owned:** 1,504,800
- (b) **Percent of class:** 13.9%.
- (c) **Number of shares as to which the person has:**