

Golden Pond Healthcare, Inc.  
Form 4  
January 23, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Litt Michael C

(Last) (First) (Middle)

GOLDEN POND  
HEALTHCARE, 1120 POST  
ROAD, 2ND FLOOR

(Street)

DARIEN, CT 06820

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Golden Pond Healthcare, Inc. [GPH]

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

12/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
CFO and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	or (D)	Price			
Common Stock	12/11/2007		S			273,438 (1)	D	\$ 0.001	3,964,844	I	By Pecksland (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)**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
							Title	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Litt Michael C GOLDEN POND HEALTHCARE 1120 POST ROAD, 2ND FLOOR DARIEN, CT 06820		X	CFO and Secretary	

## Signatures

/s/ Michael C.  
Litt 01/22/2008

\*\*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) Pursuant to the Underwriting Agreement between Deutsche Bank Securities Inc., as representative of the underwriters, and the Issuer, a form of which was attached as Exhibit 1.1 to Amendment No. 2 to the Registration Statement on form S-1, filed by the Issuer on October 9, 2007, the Issuer was obligated to repurchase certain founders shares issued to Pecksland Partners, LLC to reflect the partial non-exercise of the underwriters' over-allotment option.
- (2) After giving effect to the redemption, Pecksland Partners, LLC beneficially owns 3,964,844 shares of common stock of the Issuer. Mr. Litt owns membership interests representing approximately 22.46% of the outstanding equity interests of Pecksland Partners, LLC, both directly and indirectly through a family trust. Mr. Litt hereby disclaims beneficial ownership of the shares of common stock held by Pecksland Partners, LLC in excess of the proportion that can be imputed to his fractional ownership of equity interests in Pecksland Partners, LLC.

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.