

Golden Pond Healthcare, Inc.  
Form SC 13G  
February 13, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

**GOLDEN POND HEALTHCARE, INC.**

*(Name of Issuer)*

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

*(Title of Class of Securities)*

**38116J 109**

*(CUSIP Number)*

**N/A**

*(Date of Event Which Requires Filing of this Statement)*

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

Edgar Filing: Golden Pond Healthcare, Inc. - Form SC 13G

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 (the 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).

Page 1 of 10

1 NAME OF REPORTING PERSONS

Pecksland Partners, LLC

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 3,964,844

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH -0-

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,964,844

8 SHARED DISPOSITIVE POWER

WITH

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,964,844

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

## 1 NAME OF REPORTING PERSONS

W. Robert Dahl, Jr.

## 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

United States

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES -0-

## 6 SHARED VOTING POWER

## BENEFICIALLY

## OWNED BY

EACH 3,964,844

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON -0-

## 8 SHARED DISPOSITIVE POWER

## WITH

3,964,844

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,964,844

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 3 of 10

## 1 NAME OF REPORTING PERSONS

Michael C. Litt

## 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

United States

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES -0-

## 6 SHARED VOTING POWER

## BENEFICIALLY

## OWNED BY

EACH 3,964,844

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON -0-

## 8 SHARED DISPOSITIVE POWER

## WITH

3,964,844

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,964,844

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 4 of 10



## 1 NAME OF REPORTING PERSONS

Stephen F. Wiggins

## 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

United States

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES -0-

## 6 SHARED VOTING POWER

## BENEFICIALLY

## OWNED BY

EACH 3,964,844

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON -0-

## 8 SHARED DISPOSITIVE POWER

## WITH

3,964,844

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,964,844

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

## 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 5 of 10

**Item 1.**

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

The name of the issuer is Golden Pond Healthcare, Inc. (the Issuer ).

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

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

1120 Boston Post Road, 2nd Floor

Darien, Connecticut 06820

**Item 2(a) Name of Persons Filing:**

Pecksland Partners, LLC ( Pecksland )

W. Robert Dahl, Jr.

Michael C. Litt

Stephen F. Wiggins

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

The principal business office for each of Pecksland, Mr. Dahl, Mr. Litt and Mr. Wiggins is 1120 Boston Post Road, 2nd Floor, Darien, Connecticut 06820.

**Item 2(c) Citizenship:**

Pecksland is a Delaware limited liability company. Each of Mr. Dahl, Mr. Litt and Mr. Wiggins is a citizen of the United States.

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

Common Stock, par value \$0.001 per share, of the Issuer ( Common Stock ).

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

38116J 109.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether this person filing is a:**

- a. " Broker or dealer registered under Section 15 of the Act;

Edgar Filing: Golden Pond Healthcare, Inc. - Form SC 13G

- b. " Bank as defined in Section 3(a)(6) of the Act;
- c. " Insurance company as defined in Section 3(a)(19) of the Act;
- d. " Investment company registered under Section 8 of the Investment Company Act of 1940;
- e. " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Act;
- f. " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Act;

Page 6 of 10

- g. " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) under the Act;
- h. " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- 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;
- j. " Group, in accordance with Rule 13d-1(b)(1)(ii)(J) under the Act.

**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.

Pecksland

- a. Amount beneficially owned: 3,964,844
- b. Percent of class: 18.8% based on 21,093,750 shares outstanding as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on December 21, 2007.
- c. Number of shares as to which such person has:
  - i. Sole power to vote or to direct the vote: 3,964,844
  - ii. Shared power to vote or to direct the vote: 0
  - iii. Sole power to dispose or to direct the disposition of: 3,964,844
  - iv. Shared power to dispose or to direct the disposition of: 0

Mr. Dahl

- a. Amount beneficially owned: 3,964,844
- b. Percent of class: 18.8% based on 21,093,750 shares outstanding as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on December 21, 2007.
- c. Number of shares as to which such person has:

Edgar Filing: Golden Pond Healthcare, Inc. - Form SC 13G

- i. Sole power to vote or to direct the vote: 0
  
  - ii. Shared power to vote or to direct the vote: 3,964,844
  
  - iii. Sole power to dispose or to direct the disposition of: 0
  
  - iv. Shared power to dispose or to direct the disposition of: 3,964,844
- Mr. Litt
- a. Amount beneficially owned: 3,964,844

Page 7 of 10

- b. Percent of class: 18.8% based on 21,093,750 shares outstanding as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on December 21, 2007.
  
  - c. Number of shares as to which such person has:
    - i. Sole power to vote or to direct the vote: 0
  
    - ii. Shared power to vote or to direct the vote: 3,964,844
  
    - iii. Sole power to dispose or to direct the disposition of: 0
  
    - iv. Shared power to dispose or to direct the disposition of: 3,964,844
- Mr. Wiggins

- a. Amount beneficially owned: 3,964,844
  
- b. Percent of class: 18.8% based on 21,093,750 shares outstanding as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on December 21, 2007.
  
- c. Number of shares as to which such person has:
  - i. Sole power to vote or to direct the vote: 0
  
  - ii. Shared power to vote or to direct the vote: 3,964,844
  
  - iii. Sole power to dispose or to direct the disposition of: 0
  
  - iv. Shared power to dispose or to direct the disposition of: 3,964,844

Peckslund is the beneficial owner of 3,964,844 shares of common stock, which represents approximately 18.8% of the outstanding shares of common stock based on 21,093,750 shares outstanding as reported in the Quarterly Report on Form 10-Q filed by the Issuer with the Securities and Exchange Commission on October 24, 2007. Mr. Dahl and Mr. Wiggins each own membership interests representing approximately 38.77% of the outstanding equity interests of Peckslund, and Mr. Litt owns membership interests representing approximately 22.46% of the outstanding equity interests of Peckslund, including indirectly through a family trust.

**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 " " .

Not applicable.

**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 or Control Person:**

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. Certifications:**

Not applicable.

**Exhibits:**

Joint Filing Agreement, dated February 12, 2008.

**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: February 12, 2008

PECKSLAND PARTNERS, LLC

By: /s/ Stephen F. Wiggins  
Name: Stephen F. Wiggins  
Title: Managing Member

/s/ W. Robert Dahl, Jr.  
W. Robert Dahl, Jr.

/s/ Michael C. Litt  
Michael C. Litt

/s/ Stephen F. Wiggins  
Stephen F. Wiggins

**Exhibits**

1. Joint Filing Agreement

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G (or any amendment thereof) need be filed on their behalf with respect to the beneficial ownership of any equity securities of Golden Pond Healthcare, Inc. or any subsequent acquisitions or dispositions of equity securities of Golden Pond Healthcare, Inc. by any of the undersigned.

Dated: February 12, 2008

PECKSLAND PARTNERS, LLC

By: /s/ Stephen F. Wiggins  
Name: Stephen F. Wiggins  
Title: Managing Member

/s/ W. Robert Dahl, Jr.  
W. Robert Dahl, Jr.

/s/ Michael C. Litt  
Michael C. Litt

/s/ Stephen F. Wiggins  
Stephen F. Wiggins