Edgar Filing: Golden Pond Healthcare, Inc. - Form 4

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

January 23,	2008									
FORM 4Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Filed pursuant of CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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								OMB APPROVAL		
								OMB Number:	3235-0287	
								January 31 Expires: 2005 Estimated average burden hours per response 0.5		
(Print or Type	Responses)									
1. Name and A Litt Michae	Symbol	2. Issuer Name and Ticker or Trading Symbol Golden Pond Healthcare, Inc. [GPH]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) GOLDEN I HEALTHC ROAD, 2N	POND CARE, 1120 POST	(Month 12/11/	of Earliest 7 /Day/Year) 2007	Fransaction			Director X Officer (give below)	X 10	% Owner er (specify	
DARIEN, O	(Street) CT 06820		f Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Ta	ble I - Non	Derivative S	Securi	ties Acqu	iired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	omr Dispose (Instr. 3, 4	d of (E))	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)	
Common Stock	12/11/2007		S	273,438 (1)	D	\$ 0.001	3,964,844	Ι	By Pecksland	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships							
		Director	10% Owner	Officer	Other				
Litt Michael C GOLDEN POND HEALTH 1120 POST ROAD, 2ND F DARIEN, CT 06820			Х	CFO and Secretary					
Signatures									
/s/ Michael C.									
Litt	01/22/200	08							
**Signature of	Date								

Reporting Person 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).

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

 (1) Joint of which was attached as Exhibit 1.1 to Antendinent 100.2 to the Registration Statement on Joint 3-1, field 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.

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

(2) 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.