

Golden Pond Healthcare, Inc.

Form 3

November 06, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Litt Michael C

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/06/2007

3. Issuer Name **and** Ticker or Trading Symbol
Golden Pond Healthcare, Inc. [GPH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

CFO and Secretary

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

18 ARROWHEAD WAY

(Street)

DARIEN,Â CTÂ 06820

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Shares of Common Stock

4,238,282

I

Shares held by Pecksland
Partners, LLC ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Warrants ⁽²⁾	Â ⁽³⁾	11/06/2011	Shares of Common Stock	4,000,000 \$ 6	I
					Warrants held by Pecksland Partners, LLC ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Litt Michael C 18 ARROWHEAD WAY DARIEN, CT 06820	Â	Â X	Â CFO and Secretary	Â

Signatures

/s/ Michael C. Litt
11/06/2007
Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Shareholder has beneficial of approximately 29.2% of the outstanding membership interest in Pecksland Partners, LLC and also owns an interest in Arrowhead Capital Partners, LLC, which owns 8.0% of the outstanding membership interests in Pecksland Partners, LLC. The Shareholder has beneficial ownership of all of the shares of common stock and warrants held by Pecksland Partners, LLC by virtue of having approval rights with respect to a sale of all or substantially all of the assets of Pecksland Partners, LLC.
- (2) Pecksland Partners, LLC will acquire the Warrants in accordance with the terms and conditions of the Private Placement Purchase Agreement, dated July 16, 2007, contemporaneously with the closing of the Company's initial public offering.
- (3) The Warrants become exercisable upon the later of (i) the consummation of a business combination as described in the Company's Registration Statement on Form S-1 initially filed with the Securities and Exchange Commission on July 19, 2007 (333-144718), or (ii) November 6, 2008.

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.