

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

FORM 4

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

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

OMB APPROVAL

OMB
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(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 ____ Other (specify
below) 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 (1)	(A) 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.

**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
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 Peckslan Partners, LLC to reflect the partial non-exercise of the underwriters' over-allotment option.
- After giving effect to the redemption, Peckslan 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 Peckslan 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 Peckslan Partners, LLC in excess of the proportion that can be imputed to his fractional ownership of equity interests in Peckslan 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.