

Golden Pond Healthcare, Inc.
 Form 3
 November 06, 2007

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Litt Michael C | | (Month/Day/Year) | Golden Pond Healthcare, Inc. [GPH] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 18 ARROWHEAD WAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO and Secretary | |
| DARIEN, Â CT Â 06820 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. 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 <u>(2)</u> | Â <u>(3)</u> | 11/06/2011 | Shares of Common Stock 4,000,000 \$ 6 | I | Warrants held by Pecksland Partners, LLC <u>(1)</u> |

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

 Signature of Reporting Person Date

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.