Golden Pond Healthcare, Inc.

Form 4

January 23, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dahl W Robert Jr Issuer Symbol Golden Pond Healthcare, Inc. [GPH] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director _X__ 10% Owner __Other (specify X_ Officer (give title **GOLDEN POND** 12/11/2007 below) HEALTHCARE, 1120 POST Vice President ROAD, 2ND FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DARIEN, CT 06820

(City)

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acq	uired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	omr Dispose	d of (D))	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(A)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	10/11/000=		~	273,438	_	\$	2064044	·	Ву
stock	12/11/2007		S	<u>(1)</u>	D	0.001	3,964,844	1	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 SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
roporonig o mior ramo, riaaress	Director	10% Owner	Officer	Other			
Dahl W Robert Jr GOLDEN POND HEALTHCARE 1120 POST ROAD, 2ND FLOOR DARIEN, CT 06820	X	X	Vice President				

Signatures

/s/ W. Robert
Dahl, Jr.

**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).
- 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 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.

 Dahl owns membership interests representing approximately 38.77% of the outstanding equity interests of Pecksland Partners, LLC. Mr.

 Dahl 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.

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