

GULFSTREAM INTERNATIONAL GROUP INC
 Form 3
 September 10, 2010

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 SAH-VUL Strategic Partners I, LLC | | | (Month/Day/Year) | | GULFSTREAM INTERNATIONAL GROUP INC [GIA] | |
| (Last) | (First) | (Middle) | 09/08/2010 | | | |
| 1690 SOUTH CONGRESS AVENUE,Â SUITE 200 | | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| DELRAY BEACH,Â FLÂ 33445 | | | | | (Check all applicable) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <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) |
|------------------------------------|--|---|--|

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|--|------------|------------|--------------|------------------|--------|----------------------------------|---|
| Convertible Promissory Note (Right to Buy) | 09/08/2010 | 08/31/2011 | Common Stock | 2,142,857 (1) | \$ 0.7 | D | Â |
| Common Stock Warrant (Right to Buy) | 09/08/2010 | 08/31/2015 | Common Stock | 750,000 | \$ 0.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAH-VUL Strategic Partners I, LLC 1690 SOUTH CONGRESS AVENUE SUITE 200 DELRAY BEACH, FL 33445 | Â | Â X | Â | Â |

Signatures

/s/ William J. Caragol,
Manager

09/10/2010

**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).

The Secured Convertible Promissory Note (the "Note") accrues interest at eight percent per annum compounded monthly and has a maturity date of August 31, 2011. The unpaid principal and accrued and unpaid interest under the Note can be converted beginning on September 8, 2010 into common stock of the issuer at a price of \$0.70 per share. The reporting person made a required advance under the

(1) Note of \$500,000.00 on each of September 8, 2010 and September 10, 2010. Assuming that (i) the reporting person makes the additional required advance of \$500,000.00 on September 24, 2010 for a total principal amount outstanding of \$1,500,000.00, (ii) the issuer repays all interest under the Note in cash, (iii) the principal under the Note is not prepaid, and (iv) cash is issued in lieu of fractional shares, at maturity the Note would be convertible into 2,142,857 shares of the issuer's common stock.

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.