

VITACUBE SYSTEMS HOLDINGS INC  
 Form 4  
 April 25, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Mathis Family Partners Ltd.

2. Issuer Name and Ticker or Trading Symbol  
 VITACUBE SYSTEMS HOLDINGS INC [PRH-U]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 480 S HOLLY STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/21/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO

DENVER, CO 80246  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <sup>(1)</sup>     | 04/21/2005                           |  | P                              | 4,000 A   | \$ 1.9625 110,990   | I  | See footnote <sup>(2)</sup>                           |
| Common Stock <sup>(1)</sup>     | 04/22/2005                           |  | P                              | 8,600 A   | \$ 1.975 119,590  | I  | See footnote <sup>(2)</sup>                           |

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 number.

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrant<br>- right to buy <sup>(3)</sup>   | \$ 4.5   | 04/21/2005                           |  | P                              | 2,000   | 04/05/2005 04/05/2010                                    | Common Stock  | 2,000                         |
| Warrant<br>- right to buy <sup>(3)</sup>   | \$ 6   | 04/21/2005                           |  | P                              | 2,000   | 04/05/2005 04/05/2010                                    | Common Stock  | 2,000                         |
| Warrant<br>- right to buy <sup>(3)</sup>   | \$ 4.5   | 04/22/2005                           |  | P                              | 2,000   | 04/05/2005 04/05/2010                                    | Common Stock  | 2,000                         |
| Warrant<br>- right to buy <sup>(3)</sup>   | \$ 6   | 04/22/2005                           |  | P                              | 2,000   | 04/05/2005 04/05/2010                                    | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Mathis Family Partners Ltd.<br>480 S HOLLY STREET<br>DENVER, CO 80246 | X             |           | CEO     |       |

## Signatures

/s/ Earnest  
Mathis Jr. 04/25/2005

\*\*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) The shares of common stock are part of Units with each Unit comprised of 2 shares of common stock and 1 warrant to purchase 1 share of common stock at \$4.50 per share and 1 warrant to purchase 1 share of common stock at \$6.00 per share.

## Edgar Filing: VITACUBE SYSTEMS HOLDINGS INC - Form 4

- (2) The Reporting Person is the General Partner of Mathis Family Partners, Ltd. and also the Custodian of Earnco MPPP that owns 55,342 shares of common stock and is the custodian for minor child that owns 600 shares of common stock.
- (3) The Warrant is a part of Units with each Unit comprised of 2 shares of common stock and 1 warrant to purchase 1 shares of common stock at \$4.50 per share and 1 warrant to purchase 1 share of common stock at \$6.00 per share.
- (4) The price of all the Warrants is included in the price of the Units comprised of common stock and warrants.

- The Reporting Person is the General Partner of Mathis Family Partners, Ltd. and also the Custodian of Earnco MPPP that owns options to
- (5) purchase 23,000 shares of common stock which are not included in the total number of derivative securities reported to be beneficially owned by the Reporting Person

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.