

XELR8 HOLDINGS, INC.  
Form 8-K  
June 13, 2007

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 11, 2007**

**XELR8 HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of  
incorporation)

**000-50875**  
(Commission  
File No.)

**84-1575085**  
(IRS Employer  
Identification No.)

**480 South Holly Street  
Denver, CO 80246**

(Address of principal executive offices, including zip code)

**(303) 316-8577**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On June 11, 2007 the Registrant issued a press release in connection with its growth in independent distributors for the month of May 2007, a copy of which has been filed herewith.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release May Growth

2

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned.

Dated: June 11, 2007

**XELR8 HOLDINGS, INC.**

By: /s/ John D. Pougnet  
John D. Pougnet  
Chief Executive Officer  
Chief Financial Officer