

XELR8 HOLDINGS, INC.
Form 8-K
March 17, 2008

**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): **March 17, 2008**

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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

On March 12, 2008 the Registrant issued a press release in connection with its annual independent distributor conference held February 7-10, 2008 in Las Vegas, Nevada, a copy of which has been filed herewith.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$93.54 to \$94.09 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

- (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (5) The RSUs vested as to 1/4th of the total shares on February 15, 2013, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (6) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares, and has no expiration date.
- (7) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (9) The RSUs vested as to 1/4th of the total shares on February 15, 2014, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning February 15, 2015, subject to continued service through each vesting date.

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.