

VITACUBE SYSTEMS HOLDINGS INC

Form 4

April 25, 2005

FORM 4

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

OMB APPROVAL

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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

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

(City) (State) (Zip)

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 ⁽¹⁾	04/21/2005		P	4,000 A	\$ 1.9625 110,990	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	04/22/2005		P	8,600 A	\$ 1.975 119,590	I	See footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 - right to buy ⁽³⁾	\$ 4.5	04/21/2005		P	2,000	04/05/2005 04/05/2010	Common Stock	2,000
Warrant - right to buy ⁽³⁾	\$ 6	04/21/2005		P	2,000	04/05/2005 04/05/2010	Common Stock	2,000
Warrant - right to buy ⁽³⁾	\$ 4.5	04/22/2005		P	2,000	04/05/2005 04/05/2010	Common Stock	2,000
Warrant - right to buy ⁽³⁾	\$ 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. 480 S HOLLY STREET 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.

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- (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.

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