RUMSEY DANIEL Form 5

March 30, 2010

FORM 5

OMB APPROVAL

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

3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005 Estimated average

OMB

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **RUMSEY DANIEL** Symbol XELR8 HOLDINGS, INC. [XELR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title 12/31/2009 Other (specify below) below) 480 SOUTH HOLLY STREET Interim CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

DENVER, COÂ 80246

(State)

(Zip)

(City)

X Form Filed by One Reporting Person _ Form Filed by More than One Reporting

(check applicable line)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Securities Form: Direct Indirect Security Execution Date, if Transaction Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Instr. 8) Indirect (I) (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year (Instr. 3 and 4) Amount (D) Price

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

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SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Common Stock Option	\$ 0.24	06/22/2009	Â	A	125,000	Â	06/22/2009	03/17/2015	Common Stock	1
Common Stock Option	\$ 0.18	12/31/2009	Â	A	166,667	Â	12/31/2009	03/17/2015	Common Stock	1
Common Stock Option	\$ 0.15	01/04/2010	Â	A	250,000	Â	07/04/2010(1)	03/17/2015	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RUMSEY DANIEL			Â			
480 SOUTH HOLLY STREET	ÂΧ	Â	Interim	Â		
DENVER, CO 80246			CEO			

Signatures

/s/ Daniel W.
Rumsey

**Signature of Date

**Signature of Reporting Person

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 Option vests pro-rata over a six month period beginning January 4, 2010, becoming fully vested on July 4, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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