

XELR8 HOLDINGS, INC.  
Form 8-K  
January 15, 2009

---

---

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): January 15, 2009

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 January 15, 2009, we issued a press release announcing the NYSE Alternext US LLC (the "Exchange") Listing Qualifications staff's notification to the Company that it had determined to initiate delisting proceedings against the Company. The full text of the press release is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release

---

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: January 15, 2009

XELR8 HOLDINGS, INC.

By: /s/ John D.

Pouget

John D. Pouget

Chief Executive Officer & Chief Financial Officer