

XELR8 HOLDINGS, INC.  
Form 8-K  
March 04, 2009

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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): February 26, 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.)
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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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On February 26, 2009, the Exchange Qualifications Panel (the "Panel") of NYSE Alternext US LLC (the "Exchange") denied the Company's appeal of the determination of the Listing Qualifications staff, and affirmed the Staff's determination to delist the common stock and common stock warrants of the Company. Specifically, the Exchange staff determined that the Company was not in compliance with Section 1009(d) of the Company Guide relating to shareholder equity.

The Exchange will strike the common stock and common stock warrants from the Alternext Exchange before trading commences on March 9, 2009.

The Company will seek to list its common stock on the OTC Bulletin Board.

Item 8.01 Other Events

On February 19, 2009 the Company issued two press release in connection with its retention of DME Capital to head investor relations and our expanded affiliation with a major Medical Center, copies of which has been filed herewith.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release – XELR8 Holdings Loses Appeal at NYSE Alternext

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: March 3, 2009

XELR8 HOLDINGS, INC.

By: /s/ John D.

Pouget

John D. Pouget

Chief Executive Officer & Chief Financial Officer