

MONEY4GOLD HOLDINGS INC
Form PRER14C
January 12, 2010

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

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities
Exchange Act of 1934 (Amendment No. 1)

Check the appropriate box:

- ü Preliminary Information Statement
- Confidential, for Use of the Commission
Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

MONEY4GOLD HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- ü No fee required.

Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

\$_____ per share as determined under Rule 0-11 under the Exchange Act.

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing

for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

MONEY4GOLD HOLDINGS, INC.

200 E. Broward Blvd.

Suite 1200

Ft. Lauderdale, FL, 33301

INFORMATION STATEMENT

We Are Not Asking You For A Proxy And You Are Requested Not To Send A Proxy.

You are not being asked to approve anything. This Information Statement is being provided to you solely for your information.

The date of this Information Statement is January __, 2010 and is first being mailed on or about January __, 2010.

This Information Statement has been filed with the Securities and Exchange Commission and is being mailed or otherwise furnished to the shareholders of record of Money4Gold Holdings, Inc., a Delaware corporation (the Company), in connection with the consent of the Board of Directors of the Company (the Board) and written consent by the following holders of the majority of the voting power of the Company's capital stock: Daniel Brauser, Hakan Koyuncu, Douglas Feirstein, Scott Frohman, Jack Oretsky Holdings, LLC, Republic Metals Corporation, Michael Brauser and Michael and Betsy Brauser, Tenants by the Entirety (the Majority Shareholders) to approve an amendment to the Company's Certificate of Incorporation (the Certificate) changing the Company's name to Upstream Worldwide, Inc., or a different but similar corporate name before filing the amendment to the Certificate, and authorizing a reverse stock split in the range of one-for-four, one-for-six or one-for-eight (the Reverse Split). The Company has no present intent of implementing the Reverse Split, but may do so to attract institutional investors and to be in a better position in the future to be listed on a national securities exchange, which have certain listing requirements of which the Reverse Split would help the Company reach. The Company believes it will be in this position within the next year. Of the 186,040,673 total votes, the Majority Shareholders holding 94,786,308 votes or 50.95% of the outstanding voting power, executed a written consent to amend the Company's Certificate to change our corporate name and authorize the Reverse Split. The last consent was executed on January 6, 2010 and submitted to the Company on the same date.

Pursuant to the Delaware General Corporation Law (the DGCL), the Company is required to provide prompt notice to the shareholders who have not consented in writing to the name change and Reverse Split.

Record Date

The close of business on December 18, 2009 has been fixed as the record date for the determination of shareholders entitled to receive this Information Statement.

Purpose and Effect of the Reverse Split

Upon effectiveness of the Reverse Split, shareholders will receive one share of common stock for every four, six or eight shares held, the actual amount of which and timing will be determined by the Company's management as described above. Any fractional shares will be rounded down. Due to fractional shares being rounded down, any shareholder that would only own a fraction of a share after the Reverse Split will no longer have any ownership in the Company and not receive any cash for the value of a fractional share. The Reverse Split will reduce the number of shares of common stock outstanding, which the Company believes will increase the share price and therefore be more attractive to institutional investors and place the Company in a better position to meet the listing requirements of a national securities exchange. Since the number of shares of common stock outstanding would be reduced while the amount of shares authorized to be issued by the Company is remaining unchanged, there will be additional shares available to be issued by the Company in the event the Reverse Split occurs. The additional shares may be issued by the Board without shareholder approval for various purposes including: raising capital, providing equity incentives to employees, officers, directors or consultants, establishing strategic relationships with other companies, expanding our business or product lines through the acquisition of other businesses or products and other corporate purposes. We could also use the additional shares of common stock to oppose a hostile takeover attempt or delay or prevent changes of control (whether by merger, tender offer, proxy contest or assumption of

control by a holder of a large block of our securities) or changes in or removal of our management. For example, without further shareholder approval, the Board could strategically sell shares in a private transaction to purchasers who would oppose a takeover or favor the current Board, including a transaction in which the shareholders might otherwise receive a premium for their shares over then current market prices. If such opportunities arise in the future, significant amounts of capital stock may be issued by our Board without further authorization by our shareholders. Such issuances would have a dilutive effect on our current shareholders.

Purpose and Effect of the Name Change

The Company believes that the name change will better reflect the Company's current business vision.

Voting Required

In accordance with Sections 228 and 242 of the DGCL, if the Board adopts a resolution to amend the Certificate, an affirmative vote of a majority of the outstanding shares entitled to vote is required. On December 8, 2009, the Board adopted a resolution to change its name to Upstream Worldwide, Inc., or such other different but similar name as to be determined by management and authorized the Reverse Split; subsequently, shareholder approval was obtained through the written consent of our Majority Shareholders. Therefore, a special meeting of the shareholders to approve the amendment to the Certificate was unnecessary. If shareholders had been provided an opportunity to vote at a meeting, an affirmative vote of a majority of the outstanding shares of common stock would also be required.

Effective Date

The approval by the Board and the Majority Shareholders will not become effective until at least 20 calendar days from the date this Information Statement is mailed to our shareholders. Upon the expiration of 20 days, we intend to file an amendment to our Certificate reflecting such action. A copy of the amendment to our Certificate is attached as Exhibit A. Although the Company will have the authority to effectuate the Reverse Split, the Company will not until management feels it is in the best interest of its shareholders. If and when the Reverse Split occurs, the post Reverse Split numbers will not be appropriately reflected on the Over-The-Counter-Bulletin Board until it is approved by the Financial Industry Regulatory Authority (FINRA).

How to Obtain a New Certificate

As soon as the Reverse Split is approved by FINRA, any shareholder who would like to obtain a new certificate representing their post Reverse Split ownership, may do so by sending their original certificate with a letter of instruction and the appropriate fee (\$45 for free trading shares and \$55 for restricted shares) to the following address:

Island Stock Transfer

100 Second Avenue South, Suite 705S

St. Petersburg, Florida 33701

No Dissenters' Right of Appraisal

Neither Delaware law nor our Certificate provides our shareholders with dissenters' rights in connection with the amendment to our Certificate. This means that no shareholder is entitled to receive any cash or other payment as a

result of, or in connection with the amendment to our Certificate, even if a shareholder has not been given an opportunity to vote.

Interests of Certain Persons in or Opposition to Matters to be Acted Upon

No persons have any substantial interest in our name change or the Reverse Split.

Beneficial Ownership

The following table sets forth the number of shares of our common stock beneficially owned as of the date of this Information Statement by (i) those persons known by us to be owners of more than 5% of our voting securities, (ii) each director, (iii) each executive officer and (iv) all executive officers and directors of the Company as a group.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner(1)	Percent of Class (1)
Directors and Executive Officers:			
Common Stock	Douglas Feirstein 200 E. Broward Blvd., Ste. 1200 Ft. Lauderdale, Florida 33301 (2)(3)(4)	65,045,042	35.6 %
Common Stock	Hakan Koyuncu 200 E. Broward Blvd., Ste. 1200 Ft. Lauderdale, Florida 33301 (2)(3)(4)	65,045,042	35.6 %
Common Stock	Todd Oretsky 200 E. Broward Blvd., Ste. 1200 Ft. Lauderdale, Florida 33301 (2)(3)(5)	65,045,042	35.6 %
Common Stock	Daniel Brauser 200 E. Broward Blvd., Ste. 1200 Ft. Lauderdale, Florida 33301 (2)(3)(6)	65,378,376	35.7 %
Common Stock	Grant Fitzwilliam 2856 NE 26th Street	263,158	*
Common Stock	Ft. Lauderdale, Florida 33305 ⁽³⁾⁽⁷⁾ Scott Frohman 595 South Federal Highway, Ste. 600	3,266,081	1.8 %

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	Boca Raton, Florida 33432 ⁽³⁾ ⁽⁸⁾		
Common Stock	Neil McDermott	1,101,321	*
	Beech Park House, Clonsilla, Dublin 15, Ireland ⁽³⁾ ⁽⁹⁾		
Common Stock	Charles Pearlman	288,158	*
	P.O Box 460266		
	Ft. Lauderdale, Florida 33346 ⁽³⁾ ⁽⁷⁾		
Common Stock	Jason Rubin	10,054,727	5.5 %
	12900 NW 38th Avenue		
	Miami, Florida 22054 ⁽³⁾ ⁽¹⁰⁾		
Common Stock	All directors and executive officers as a group (9 persons)	80,351,821	43.7 %
5% Shareholders:			
Common Stock	Republic Metals Corporation	10,000,000	5.5 %
	12900 NW 38th Avenue		
	Miami, Florida 33054 ⁽¹¹⁾		
Common Stock	Michael Brauser	11,408,132	6.2 %
	595 S. Federal Highway, Ste. 600		
	Boca Raton, Florida 33432 ⁽¹²⁾		
Series A Preferred Stock	Michael Brauser	3,400,000	88.2 % ⁽¹³⁾
	595 S. Federal Highway, Ste. 600		
	Boca Raton, Florida 33432 ⁽¹³⁾		
Common Stock	Barry Honig	15,683,723	8.6 %
	595 S. Federal Highway, Ste. 600		
	Boca Raton, Florida 33432		

*

Less than 1%

(1)

Applicable percentages are based on 182,640,673 shares outstanding adjusted as required by rules of the SEC. Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to options, warrants and convertible notes currently exercisable or convertible, or exercisable or convertible within 60 days are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Unless otherwise indicated in the footnotes to this table, the Company believes that each of the shareholders named in the table has sole voting and investment power with respect to the shares of common stock indicated as beneficially owned by them. The shares of common stock beneficially owned by each of Messrs. Brauser, Feirstein, Koyuncu and Oretsky include all shares of common stock subject to a Stockholders Agreement which terminates when each member of the group beneficially owns less than 100,000 shares. Under the Stockholders Agreement, the group agreed to vote all of their shares of common stock together on any action as determined by a majority of the members of the group still owning 20,000 shares. The Beneficial Ownership Table includes shares of common stock and warrants exercisable into shares within 60 days. The shares and warrants individually owned by them are:

Mr. Brauser	9,633,335
	333,334 warrants
Mr. Feirstein	26,074,669
Mr. Koyuncu	14,800,001
Mr. Oretsky	14,537,037

(2)

An executive officer.

(3)

A director.

(4)

Does not include 555,556 stock options which are not exercisable within 60 days.

(5)

Mr. Oretsky's shares are held by Jack Oretsky Holdings, LLC, a limited liability company in which Mr. Oretsky is the sole manager. Does not include 555,556 stock options which are not exercisable within 60 days.

(6)

Includes 333,334 shares of common stock issuable upon the exercise of warrants. Does not include 8,055,556 stock options which are not exercisable within 60 days.

(7)

Does not include 263,158 stock options which are not exercisable within 60 days.

(8)

Includes 69,652 stock options which are exercisable within 60 days. Does not include 335,732 stock options which are not exercisable within 60 days.

(9)

Includes 600,000 shares of common stock issuable upon the exercise of warrants. Does not include 147,321 stock options which are not exercisable within 60 days.

(10)

Includes 10,000,000 shares held by Republic Metals Corporation, a corporation whereby Mr. Rubin's father is the founder and controls. Mr. Rubin is Vice President and General Counsel of Republic. Also includes 54,727 stock options which are exercisable within 60 days, but does not include 256,733 stock options which are not exercisable within 60 days.

(11)

These are the same 10,000,000 shares beneficially owned by Jason Rubin.

(12)

Does not include 3,350,000 shares held in a trust created by Mr. Brauser, of which one of his adult sons is the trustee and all of his adult children are the beneficiaries. Mr. Brauser disclaims beneficial ownership of these securities, and this disclosure shall not be deemed an admission of beneficial ownership of these securities for Section 16 of the Securities Exchange Act of 1934 or for any other purposes.

(13)

Mr. Brauser owns 3,400,000 of the 3,800,000 Series A Preferred Stock outstanding.

Where You Can Find More Information

You can read and copy any materials that the Company files with the Securities and Exchange Commission at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information about the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains information we file electronically with the SEC, which you can access over the Internet at www.sec.gov. Copies of these materials may also be obtained by mail from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates.

Delivery of Information to a Shared Address

If you and one or more shareholders share the same address, it is possible that only one Information Statement was delivered to your address. Any registered shareholder who wishes to receive a separate copy of the Information Statement at the same address now or in the future may mail a request to receive separate copies to Money4Gold Holdings, Inc., 200 E. Broward Blvd., Suite 1200, Ft. Lauderdale, FL, 33301, Attention: Daniel Brauser, Secretary, or call the Company at (954) 915-1550 and we will promptly deliver the Information Statement to you upon your request. Shareholders who received multiple copies of this Information Statement at a shared address and who wish to receive a single copy may direct their request to the same address.

SIGNATURES

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, hereunto duly authorized.

By: /s/ DOUGLAS FEIRSTEIN
Douglas Feirstein

Chief Executive Officer

Date: January 12, 2010

EXHIBIT A

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF MONEY4GOLD HOLDINGS, INC.**

Money4Gold Holdings, Inc. (the Company), a corporation organized and existing under the General Corporation Law of the State of Delaware (the Delaware General Corporation Law), hereby certifies as follows:

1.

The Company was incorporated by the filing of a Certificate of Incorporation with the Secretary of State of Delaware on November 18, 2003.

2.

Pursuant to Sections 242 and 228 of the Delaware General Corporation Law, the amendment herein set forth has been duly approved by the Board of Directors and holders of a majority of the outstanding voting power of the Company.

3.

Article FIRST of the Certificate of Incorporation is amended to read as follows:

The name of the Corporation is: Upstream Worldwide, Inc.

4.

This Certificate of Amendment to Certificate of Incorporation was duly adopted and approved by the shareholders of this Company on the 6th day of January 2010 in accordance with Section 242(b) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation as of the ___ day of January 2010.

MONEY4GOLD HOLDINGS, INC.

By:

Daniel Brauser,

Chief Financial Officer