

XELR8 HOLDINGS, INC.  
Form 8-K  
July 08, 2008

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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): July 2, 2008

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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01                    Other Events

On July 2, 2008 the Company issued a press release in connection with its “XELR8 to a Million” promotion, a copy of which has been filed herewith.

Item 9.01                    Financial Statements and Exhibits

(d)                    Exhibits

99.1                    Press Release

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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: July 8, 2008

XELR8 HOLDINGS, INC.

By: /s/ John D. Pougnet  
John D. Pougnet  
Chief Executive Officer  
Chief Financial Officer