

Brauser Daniel
Form 4
October 02, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brauser Daniel

2. Issuer Name and Ticker or Trading Symbol
MONEY4GOLD HOLDINGS INC
[MFGD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
595 S. FEDERAL HIGHWAY,
SUITE 600

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Financial Officer / See Remarks

BOCA RATON, FL 33432

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 09/30/2009 | | J ⁽¹⁾ | 83,334 A <u>(1)</u> | 9,633,335 ⁽²⁾ | D | |

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

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(9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock Warrants (right to buy) ⁽³⁾ | \$ 0.4 | 09/30/2009 | | D | 250,000 | 05/19/2009 05/19/2014 | Common Stock |
| Common Stock Warrants (right to buy) ⁽⁵⁾ | \$ 0.3 | 09/30/2009 | | A | 333,334 | 09/30/2009 05/19/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------------|
| | Director | 10% Owner | Officer | Other |
| Brauser Daniel 595 S. FEDERAL HIGHWAY, SUITE 600 BOCA RATON, FL 33432 | X | | Chief Financial Officer | See Remarks |

Signatures

/s/ Daniel Brauser
 10/02/2009
 **Signature of Reporting Person Date

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) These securities represent additional securities issued to the Reporting Person due to anti-dilution protection he received as part of his prior investment in a private placement with the Issuer.
- (2) These shares only reflect the shares in which the Reporting Person has a pecuniary interest.
- (3) These securities were acquired as part of an investment by the Reporting Person with the Issuer in a private placement. The Reporting Person purchased one unit for \$50,000, consisting of 250,000 shares of common stock and 250,000 warrants to purchase common stock of the Issuer.
- (4) The Reporting Person agreed to the cancellation of warrants issued to him on May 19, 2009, in exchange for new warrants having a lower exercise price.
- (5) These securities represent the total amount of new warrants issued to the reporting person, which include the cancelled warrant for 250,000 shares and 83,334 additional warrants issued due to anti-dilution protection he received as part of his prior investment in a private placement with the Issuer.

Remarks:

The Reporting Person is a member of a 13(d) group owning more than 10%.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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