

XELR8 HOLDINGS, INC.  
Form 8-K  
November 14, 2007

**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): **November 14, 2007**

**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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - 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 1.01 Entry into a Material Definitive Agreement**

On November 7, 2007, the Company entered into a marketing and distribution agreement Acceleration Sports Institute, a South Carolina corporation ( ASI ). ASI is an elite athletic training center that promotes nutrition, training, and nutritional supplementation to its clients, and will promote the entire line of XELR8 products and be supported with marketing, training, educational, and sales materials and services.

**Item 8.01 Other Events**

On November 8, 2007 the Company issued a press release in connection with the ASI marketing agreement, a copy of which has been filed herewith.

On November 12, 2007 the Company issued a press release in detailing the results of the Company s Annual Shareholder Meeting, a copy of which has been filed herewith.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.31 Acceleration Sports Institute Agreement  
99.1 Press Release ASI Press Release  
99.2 Press Release Results of Stockholder Meeting

**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: November 14, 2007

**XELR8 HOLDINGS, INC.**

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