

KURTZ RICHARD
Form 4
December 22, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KURTZ RICHARD

2. Issuer Name **and** Ticker or Trading
Symbol
International Fight League, Inc.
[IFLI.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

270 SYLVAN AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2006

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

ENGLEWOOD CLIFFS, NJ 07632

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	11/29/2006		A ⁽¹⁾	4,930,213	A <u>11</u> 5,745,426	D	
Common Stock, par value \$.01 per share	11/29/2006		A ⁽²⁾	1,627,500	A <u>12</u> 7,372,926	D	
Common Stock, par value \$.01 per share	11/29/2006		G	V 2,500,000	D \$ 0 4,872,926	D	

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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)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KURTZ RICHARD 270 SYLVAN AVENUE ENGLEWOOD CLIFFS, NJ 07632	X	X		

Signatures

/s/ Richard J.
Kurtz 12/20/2006

__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).

Received from the issuer in exchange for 4,775,610 shares of common stock of International Fight League, Inc. ("Old IFL"), in connection with the merger of Old IFL with and into a wholly-owned subsidiary of the issuer, whereby Old IFL was the surviving corporation, became a wholly owned subsidiary of the issuer and changed its name to IFL Corp. Following the merger, the issuer changed its name to International Fight League, Inc. The numbers set forth in Table I also reflect a 1:20 reverse stock split, which was effected immediately prior to the merger transaction.

Mr. Kurtz was issued these shares in exchange for his contribution of \$651,000 of outstanding debt owed to him by the issuer, as evidenced by a promissory note issued on October 8, 2003. The debt was converted into shares of the issuer's common stock at a conversion price of \$.40 per share.

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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