XELR8 HOLDINGS, INC.

Form 4/A

September 10, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person ** Mathis Family Partners Ltd.				2. Issuer Name and Ticker or Trading Symbol XELR8 HOLDINGS, INC. [BZI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 2560 W. MAIN STREET, SUITE 200			(Mor	nte of Earliest Tr nth/Day/Year) 08/2007	ansaction			Director 10% Owner Officer (give titleX Other (specify below) Former Director			
Filed				. If Amendment, Date Original iled(Month/Day/Year) 8/23/2007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	(City)	(State)	(Zip)	Гable I - Non-D	erivative S	Securi	ties Acq	Person uired, Disposed o	f, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution Date, if			4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	Beneficially (D) or Beneficial Owned Indirect (I) Ownershi Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
	Common Stock	08/08/2007		Code V S	67,590	D	\$ 0.96	52,000	D		
	Common	08/09/2007		S	30,000	D	\$ 0.97	22,000	D		

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

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*	Title N	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director

Mathis Family Partners Ltd. 2560 W. MAIN STREET, SUITE 200 LITTLETON, CO 80120

Former Director

Signatures

/s/ Earnest Mathis, General Partner

09/10/2007

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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