

Brauser Daniel
Form SC 13D/A
December 04, 2009

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)¹

Money4Gold Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

60936N102

(CUSIP Number)

Daniel Brauser

595 S. Federal Highway

Suite 600

Boca Raton, FL 33432

(561) 544-2447

Hakan Koyuncu

595 S. Federal Highway

Suite 600

Boca Raton, FL 33432

(561) 544-2447

Todd Oretsky

595 S. Federal Highway

Suite 600

Boca Raton, FL 33432

(561) 544-2447

Douglas Feirstein

595 S. Federal Highway

Suite 600

Boca Raton, FL 33432

(561) 544-2447

With copies to:

Harris Cramer LLP

1555 Palm Beach Lakes Blvd., Suite 310

Edgar Filing: Brauser Daniel - Form SC 13D/A

West Palm Beach, FL 33401

Attention: Michael D. Harris, Esq.

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 27, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

1

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel Brauser

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐ []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

**NUMBER OF
SHARES**

8

9,966,669

SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON		9,966,669
WITH	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,711,710

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.6%⁽¹⁾

14 TYPE OF REPORTING PERSON

IN

(1)

Based upon 182,640,673 shares of Common Stock outstanding as of December 2, 2009.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hakan Koyuncu

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X](b) ☐ []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐ []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Turkey

7 SOLE VOTING POWER

15,800,002

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

15,800,002

PERSON

WITH

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

71,045,043

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.8%¹⁾

14 TYPE OF REPORTING PERSON

IN

(1)

Based upon 182,640,673 shares of Common Stock outstanding as of December 2, 2009.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Todd Oretsky

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐ []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

19,537,037 ⁽¹⁾

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON		19,537,037 ⁽¹⁾
WITH	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,378,376

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.5%⁽²⁾

14 TYPE OF REPORTING PERSON*

IN

(1)

These shares are held by Jack Oretsky Holdings, LLC, a limited liability company by which Mr. Oretsky is the sole manager.

(2)

Based upon 182,640,673 shares of Common Stock outstanding as of December 2, 2009.

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Douglas Feirstein

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒ [X]

(b) ☐ []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐ []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

26,074,669

**NUMBER OF
SHARES**

8 SHARED VOTING POWER

BENEFICIALLY

**OWNED BY
EACH**

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

26,074,669

WITH

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,378,376

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.5%⁽¹⁾

14 TYPE OF REPORTING PERSON*

IN

(1)

Based upon 182,640,673 shares of Common Stock outstanding as of December 2, 2009.

Item 3.**Source or Amount of Funds or Other Consideration.**

As more fully described in Item 4 below, the Company, MGE Enterprises Corporation (MGE) and MGE's shareholders entered into a share exchange agreement (the Share Exchange Agreement). Under the Share Exchange Agreement, Messrs. Oretsky and Feirstein, two principal shareholders of MGE, acquired 21,537,037 and 26,074,669 shares of the Company's common stock, respectively. Messrs. Brauser and Koyuncu acquired their shares as founders of the Company. This Schedule 13D/A is being filed to amend the initial Schedule 13D (the Initial Schedule 13D) filed on May 18, 2009 to disclose a sale of 2,000,000 shares beneficially owned by Mr. Oretsky. As originally reported in the Initial Schedule 13D, the Reporting Persons in this Schedule 13D/A entered into a stockholders agreement whereby the Reporting Persons agreed to vote together on certain matters referred to in Item 4 (the Stockholders Agreement). A waiver to the Stockholders Agreement, solely for this sale, was executed by Messrs. Brauser, Koyuncu and Feirstein. Each Reporting Person expressly disclaims any beneficial ownership in the common stock of the Company owned by the others, and the reporting of joint beneficial ownership shall not be deemed to be an admission that he beneficially owns the common stock owned by the other Reporting Persons.

Item 4.**Purpose of the Transaction.**

With the closing of the Share Exchange Agreement on May 7, 2009, Messrs. Feirstein and Oretsky were appointed to the Board of Directors and as Chief Executive Officer and Chief Operating Officer of the Company, respectively. As part of the Share Exchange Agreement, the Reporting Persons entered into a Stockholders Agreement agreeing to vote all of their shares of common stock either in favor of (or provide a written consent to) or against any action in question as determined by the majority of the Reporting Persons who at the time of the vote still own 20,000 shares. The initial Board of Directors consists of an equal number of directors nominated by Messrs. Feirstein and Oretsky on one hand and by Messrs. Brauser and Koyuncu on the other hand (a Designee) and two directors considered to be independent. At each annual meeting of stockholders of the Company, each Reporting Person shall vote all shares of common stock beneficially owned by him as to nominate and elect the Designees. In the event of a vacancy on the Board of Directors of a Designee, each of the Reporting Persons agreed to vote their shares to nominate and elect a successor designated by the Reporting Persons whose Designee is no longer on the Board. Subsequent to the filing of the Initial Schedule 13D Mr. Charles Pearlman and Mr. Grant Fitzwilliam have been appointed to the Board of Directors as designees of Messrs. Feirstein and Oretsky.

The above is a summary of the Stockholders Agreement. Investors should review the entire Stockholders Agreement, a copy of which is filed as Exhibit 1 to the Initial Schedule 13D.

Item 5.**Interest in Securities of the Issuer.**

(a) Daniel Brauser owns 9,633,335 shares of the Company's common stock. This amounts to approximately 5.3% of the outstanding shares as of December 2, 2009. Hakan Koyuncu owns 15,133,335 shares of the Company's common stock. This amounts to approximately 8.3% of the outstanding shares as of December 2, 2009. Todd Oretsky

beneficially owns 19,537,037 shares of the Company's common stock. This amounts to approximately 10.7% of the outstanding shares as of December 2, 2009. Mr. Oretsky's shares are held by the Jack Oretsky Holdings, LLC, of which Mr. Oretsky is the sole manager. Douglas Feirstein owns 26,074,669 shares of the Company's common stock. This amounts to approximately 14.3% of the outstanding shares as of December 2, 2009.

(b) Each of the Reporting Persons has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition of all shares owned by the Reporting Person.

(c) Except as described in this Schedule 13D, the Reporting Persons did not engage in any transactions in shares of the Company's common stock during the past 60 days.

(d) Not Applicable.

(e) Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 3, 2009

By:

/s/ DANIEL BRAUSER

Daniel Brauser

/s/ HAKAN KOYUNCU

Hakan Koyuncu

/s/ TODD ORETSKY

Todd Oretsky

/s/ DOUGLAS FEIRSTEIN

Douglas Feirstein

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).