

Belesis Anastasios
 Form 3
 July 02, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Belesis Anastasios		(Month/Day/Year)	XELR8 HOLDINGS, INC. [XELR.OB]	
(Last)	(First)	(Middle)	07/02/2010	
C/O JOHN THOMAS FINANCIAL, INC., Â 14 WALL STREET, 23RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	_____ Director	_____ 10% Owner		
	_____ Officer	_____ Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below)	(specify below)	_X_ Form filed by One Reporting Person	
			___ Form filed by More than One Reporting Person	
NEW YORK, Â NY Â 10005				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value	2,000,000 <u>(1)</u>	I	By John Thomas Financial, Inc.

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants	02/19/2008	02/18/2018	Common stock, par value \$0.001	20,000	\$ 1.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belesis Anastasios C/O JOHN THOMAS FINANCIAL, INC. 14 WALL STREET, 23RD FLOOR NEW YORK, NY 10005	Â	Â X	Â	Â

Signatures

/s/ Anastasios
Belesis

07/02/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) John Thomas Financial, Inc. was originally issued 2,500,000 shares of the Issuer's common stock, of which 500,000 shares were immediately thereafter transferred to a third party. John Thomas Financial disclaims beneficial ownership of these 500,000 shares.

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.