

GENESIS GROUP HOLDINGS INC

Form 3

September 17, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *

Â UTA Capital LLC

(Last) (First) (Middle)

100 EXECUTIVE
DRIVE,Â SUITE 330

(Street)

WEST ORANGE,Â NJÂ 07052

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/06/2010

3. Issuer Name and Ticker or Trading Symbol

GENESIS GROUP HOLDINGS INC [GGHO]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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

SEC 1473 (7-02)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Warrants to Purchase Common Stock (Right to Buy)	08/06/2010	08/06/2015 ⁽¹⁾	Common Stock	20,952,381 ⁽¹⁾	\$ 0.15	I	By UTA Capital LLC ⁽²⁾
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UTA Capital LLC 100 EXECUTIVE DRIVE SUITE 330 WEST ORANGE, NJ 07052	Â	Â X	Â	Â
YZT Management LLC 100 EXECUTIVE DRIVE SUITE 330 WEST ORANGE, NJ 07052	Â	Â X	Â	Â
ALLEGHANY CAPITAL Corp 7 TIMES SQUARE TOWER NEW YORK, NY 10036	Â	Â X	Â	Â
ALLEGHANY CORP /DE 7 TIMES SQUARE TOWER NEW YORK, NY 10036	Â	Â X	Â	Â
TOLEDANO UDI 100 EXECUTIVE DRIVE SUITE 330 WEST ORANGE, NJ 07052	Â	Â X	Â	Â

Signatures

/s/ Udi Toledano as Managing Member of YZT Management LLC, as Managing Member of UTA Capital LLC	09/15/2010
____Signature of Reporting Person	Date
/s/ Udi Toledano as Managing Member of YZT Management LLC	09/15/2010
____Signature of Reporting Person	Date
/s/ Peter R. Sismondo as Vice President and Treasurer of Alleghany Capital Corporation	09/15/2010
____Signature of Reporting Person	Date
/s/ Peter R. Sismondo as Vice President of Alleghany Corporation	09/15/2010
____Signature of Reporting Person	Date
/s/ Udi Toledano	09/15/2010
____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) UTA Capital LLC was issued a 5 year warrant, exercisable at any time prior to the date that is the later of (i) five years from the date the issuer is current in all of its SEC reporting obligations and (ii) 8/6/2015, to purchase up to 20,952,381 shares of the Issuer's common stock (subject to certain adjustments for dilutive issuances) initially estimated to represent approximately 16% of the Issuer's fully-diluted common stock, under a Note and Warrant Purchase Agreement dated August 6, 2010.

This Form 3 is being jointly filed by (i) UTA Capital LLC; (ii) the members or beneficial owners of membership interests in UTA Capital LLC, which include (a) YZT Management LLC, a New Jersey limited liability company and the managing member of UTA Capital LLC, and (b) Alleghany Capital Corporation, a Delaware corporation and a member of UTA Capital LLC; (iii) Alleghany Corporation, a publicly-traded Delaware corporation of which Alleghany Capital Corporation is a wholly-owned subsidiary; and (iv) Udi Toledano, the managing member of YZT Management LLC. The reporting persons disclaim beneficial ownership of these securities except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that any reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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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