

Brauser Michael
Form 3
November 28, 2011

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 *

Â Brauser Michael

(Last) (First) (Middle)

4400 BISCAYNE
BLVD.,Â SUITE 850

(Street)

MIAMI,Â FLÂ 33137

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/18/2010

3. Issuer Name and Ticker or Trading Symbol
Upstream Worldwide, Inc. [UPST]

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
☐ Form filed by More than One Reporting Person

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

22,206,156

D

Â

Common stock ⁽¹⁾

6,575,705

D

Â

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)

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

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	08/31/2010	À (2)	Common stock	22,500,000	\$ (3)	D	À
Series C Preferred Stock	02/14/2011	À (2)	Common stock	3,009,400	\$ (4)	D	À

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brauser Michael 4400 BISCAYNE BLVD., SUITE 850 MIAMI, FL 33137	À X	À	À	À

Signatures

/s/ Michael
Brauser 11/28/2011

__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) Jointly held with wife.
- (2) These securities have no expiration date and will expire at such time as they are converted.
- (3) The reporting person holds 450,000 shares of Series B Preferred Stock which are convertible into 22,500,000 shares of the issuer's common stock.
- (4) The reporting person holds 30,094 shares of Series C Preferred Stock which are convertible into 3,009,400 shares of the issuer's common stock.

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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