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VITACUBE SYSTEMS HOLDINGS INC

Form 3

October 03, 2006

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)

(Street)

(State)

DENVER, COÂ 80202

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement VITACUBE SYSTEMS HOLDINGS INC [PRH] À Robbins Allan Jeffrie (Month/Day/Year) 07/10/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 216 16TH STREET. SUITE (Check all applicable) 600

(Zip)

_X_Director ____10% Owner ____Officer ____Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Person Form

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)

(City)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:
Direct (D)

(I) (Instr. 5) 4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)
Direct (D)
or Indirect

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)

6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 4. 5. (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial (Month/Day/Year) Ownership Derivative Security or Exercise Form of Price of Derivative (Instr. 4) (Instr. 5) Security: Derivative Date Expiration Title Amount or Security Direct (D) Number of Exercisable Date or Indirect Shares (I)

(Instr. 5)

Options to purchase common stock 07/09/2007 07/09/2011 Common stock 40,000 \$ 0.65 D Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Robbins Allan Jeffrie
216 16TH STREET
SUITE 600

Relationships
10% Owner Officer Other
A X Â Â Â

DENVER, COÂ 80202

Signatures

/s/ AJ Robbins 10/03/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

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.

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).