

LITTLE SQUAW GOLD MINING CO
Form 4
October 02, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Forza Capital Management, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LITTLE SQUAW GOLD MINING CO [LITS]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

2754 NW CROSSING DRIVE, SUITE 205

09/28/2007

(Street)

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

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

BEND, OR 97701

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/28/2007		P	10,000 (4) A \$ 1.1025	33,800 (4)	I	See Footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forza Capital Management, L.L.C. 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		
Forza Partners, L.P. 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		
Atkinson David 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701	X	X		
Frazier James 2754 NW CROSSING DRIVE SUITE 205 BEND, OR 97701		X		

Signatures

/s/ David Atkinson, member, Forza Capital Management, L.L.C.	10/02/2007
__Signature of Reporting Person	Date
/s/ David Atkinson, member, Forza Capital Management, L.L.C., general partner of Forza Partners, L.P.	10/02/2007
__Signature of Reporting Person	Date
/s/ David Atkinson	10/02/2007
__Signature of Reporting Person	Date
/s/ James Frazier	10/02/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) The filing of this Form 4 shall not be construed as an admission that Forza Capital Management, L.L.C. ("Forza Capital"), Forza Partners, L.P. (Forza Partners), David Atkinson, or James Frazier is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any shares of common stock, or warrants convertible to shares of common stock, of Little Squaw Gold Mining Company (the "Issuer")("Common Stock") held by Forza Partners or Forza Partners II, L.P. ("Forza Partners II"). Pursuant to Rule 16a-1, Forza Capital, Forza Partners, David Atkinson and James Frazier disclaim such beneficial ownership beyond their pecuniary interest.

(2) Forza Capital holds 5,736,016 shares of Common Stock indirectly through the account of Forza Partners, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners. Messrs. Atkinson and Frazier report the shares of Common Stock held indirectly by Forza Capital because, as the managing members of Forza Capital at the time of purchase, they controlled the disposition and voting of the securities.

(3) Forza Capital holds 574,806 shares of Class B Warrants which are convertible to 574,806 shares of Common Stock indirectly through the account of Forza Partners.

(4) Forza Capital holds 33,800 shares of Common Stock indirectly through the account of Forza Partners II, of which Forza Capital is the general partner. Forza Capital receives an allocation of net profits and an asset-based fee from, and owns a partnership interest in, Forza Partners II. Messrs. Atkinson and Frazier report the shares of Common Stock held indirectly by Forza Capital because, as the managing members of Forza Capital at the time of purchase, they controlled the disposition and voting of the securities.

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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