

LITTLE SQUAW GOLD MINING CO
 Form 4
 April 09, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

LITTLE SQUAW GOLD MINING CO [LITS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

04/04/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

2754 NW CROSSING DRIVE, SUITE 205

(Street)

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

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

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

BEND, OR 97701

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/04/2008		P		166,666 (4)	A	(7)
					231,066 (4)	I	

See Footnotes (1) (2) (3) (4) (5) (7)

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

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SEC 1474 (9-02)

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

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Class D Warrant (right to buy)	(6)	04/04/2008		P	83,333 (5)	04/08/2008(6) 04/08/2006(6)	Common Stock	83,333

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		

Signatures

/s/ David Atkinson, member, Forza Capital Management, L.L.C.	04/09/2008
_____ **Signature of Reporting Person	Date
/s/ David Atkinson, member, Forza Capital Management, L.L.C., general partner of Forza Partners, L.P.	04/09/2008
_____ **Signature of Reporting Person	Date
/s/ David Atkinson	04/09/2008
_____ **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).

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, and David Atkinson disclaim such beneficial ownership beyond their pecuniary interest.

(1) 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. Mr. Atkinson reports the shares of Common Stock held indirectly by Forza Capital because, as the managing member of Forza Capital at the time of purchase, he controlled the disposition and voting of the securities.

(2) 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.

(3) Forza Capital holds 231,066 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. Mr. Atkinson reports the shares of Common Stock held indirectly by Forza Capital because, as the managing member of Forza Capital at the time of purchase, he controlled the disposition and voting of the securities.

(4) Forza Capital holds 83,333 shares of Class D Warrants which are convertible to 83,000 shares of Common Stock indirectly through the account of Forza Partners II.

(5) The conversion price of the Series D Warrant is \$0.85 from 4/8/2008 until 4/8/2009. From 4/8/2009 until 4/8/2011, the warrant conversion price is \$1.25. The warrants expire 4/8/2010.

(6) The reported securities are included within the 166,666 Units purchased for \$0.60 per Unit. Each Unit consists of one share of Common Stock and one half of one Class D Warrant (each whole warrant is exercisable to acquire one share of 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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