

LITTLE SQUAW GOLD MINING CO
 Form 4
 May 12, 2008

FORM 4

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

OMB APPROVAL

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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)
 2754 NW CROSSING DRIVE, SUITE 205

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2008

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

(Street)
 BEND, OR 97701

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Common Stock	05/09/2008		P	1,000 (4) A	\$ 297,566 (4) 0.47	I	See Footnotes (1) (2) (3) (4) (5)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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.	05/12/2008
**Signature of Reporting Person	Date
/s/ David Atkinson, member, Forza Capital Management, L.L.C., general partner of Forza Partners, L.P.	05/12/2008
**Signature of Reporting Person	Date
/s/ David Atkinson	05/12/2008
**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).

(1) Footnote 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), Forza Partners II, L.P. ("Forza Partners II"), or David Atkinson 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, Forza Partners II, and David Atkinson disclaim such beneficial ownership beyond their pecuniary interest.

(2) Footnote 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. 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.

(3) Footnote 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) Footnote 4 Forza Capital holds 297,566 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.

(5) Footnote 5 Forza Capital holds 83,333 shares of Class D Warrants which are convertible to 83,333 shares of Common Stock indirectly through the account of Forza Partners II.

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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