

Atkinson David  
Form 4  
January 08, 2010

**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  
GOLDRICH MINING CO [GRMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
PO BOX 7862  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2010

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

BEND, OR 97708

(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Goldrich Mining Co              | 01/04/2010                           |  | P                              | 15,000 (2) D  | \$ 0.393 5,754,916 (2)  | I  | See Footnotes (1) (2) (3) (4) (5)                               |

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

**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.**

SEC 1474 (9-02)

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

## Edgar Filing: Atkinson David - Form 4

| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Forza Capital Management, L.L.C.<br>PO BOX 7862<br>BEND, OR 97708 |               | X         |         |       |
| Forza Partners, L.P.<br>PO BOX 7862<br>BEND, OR 97708             |               | X         |         |       |
| Atkinson David<br>PO BOX 7862<br>BEND, OR 97708                   | X             | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ David Atkinson, member, Forza Capital Management, L.L.C.  | 01/07/2010 |
| **Signature of Reporting Person   | Date       |
| /s/ David Atkinson, member, Forza Capital Management, L.L.C., general partner of Forza Partners, L.P. | 01/07/2010 |
| **Signature of Reporting Person   | Date       |
| /s/ David Atkinson  | 01/07/2010 |
| **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), 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.

## Edgar Filing: Atkinson David - Form 4

- (2) Forza Capital holds 5,754,916 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) 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 327,016 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) 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.

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.