

Brachfeld Michael  
Form 4  
August 20, 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 \*  
Brachfeld Michael

(Last) (First) (Middle)  
200 E. BROWARD BLVD., SUITE 1200  
(Street)

FT. LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Upstream Worldwide, Inc. [MFGD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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)**

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

Edgar Filing: Brachfeld Michael - Form 4

| (Instr. 3)                            | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)<br>Code | (Instr. 3, 4, and 5)<br>V (A) (D) | Date<br>Exercisable | Expiration<br>Date | Title           | An<br>Nu<br>Sh |
|---------------------------------------|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|-----------------|----------------|
| Stock<br>Options<br>(right to<br>buy) | \$ 0.16                            | 08/19/2010       | D <sup>(1)</sup>   | 3,500,000                         | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 3,             |
| Stock<br>Options<br>(right to<br>buy) | \$ 0.035                           | 08/19/2010       | A <sup>(1)</sup>   | 3,500,000                         | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 3,             |
| Stock<br>Options<br>(right to<br>buy) | \$ 0.27                            | 08/19/2010       | D <sup>(1)</sup>   | 277,778                           | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 2              |
| Stock<br>Options<br>(right to<br>buy) | \$ 0.035                           | 08/19/2010       | A <sup>(1)</sup>   | 277,778                           | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 2              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Brachfeld Michael<br>200 E. BROWARD BLVD., SUITE 1200<br>FT. LAUDERDALE, FL 33301 |               |           | Chief Accounting Officer |       |

## Signatures

/s/ Michael  
Brachfeld

08/19/2010

\*\*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 reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option.

(2) The expiration and the vesting terms remain the same as originally granted.

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.