Edgar Filing: Woodbridge Holdings Corp (Formerly Levitt Corp) - Form 3

Woodbridge Holdings Corp (Formerly Levitt Corp)

Form 3

October 14, 2008

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Woodbridge Holdings Corp (Formerly Levitt Corp) **PRESCOTT GROUP** (Month/Day/Year) [WDG] CAPITAL MANAGEMENT 10/08/2008 LLC (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1924 SOUT UTICA, SUITE (Check all applicable) 1120 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person TULSA, OKÂ 74014 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Common Stock Ι 3,712,351 (1) See footnote (2)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and Securities Underlying Conversion Ownership Operivative Security

Expiration Date Securities Underlying Operivative Security

Derivative Security

3. Title and Amount of Securities Underlying Operivative Security

To Expiration Date Ownership Operivative Security

Expiration Date Securities Underlying Operivative Security

To Exercise Operivative Security

1. Title of Derivative Security

Securities Underlying Operivative Security

To Exercise Operivative Security

Securities Underlying Operivative Security

To Exercise Operivative Security

To Exercise Operivative Security

Securities Underlying Operivative Security

To Exercise Operivative Security

To Ex

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
Reporting owner runner runners		10% Owner	Officer	Other
PRESCOTT GROUP CAPITAL MANAGEMENT LLC 1924 SOUT UTICA, SUITE 1120 TULSA, OK 74014	Â	ÂX	Â	Â
FROHLICH PHIL 1924 SOUT UTICA, SUITE 1120 TULSA, OK 74014		ÂX	Â	Â
Signatures				
/s/ Phil Frohlich, manager of Prescott Group Capital Mana L.L.C.	10/14/2008			
**Signature of Reporting Person			Date	,
/s/ Phil Frohlich				2008
**Signature of Reporting Person			Date	,

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 3 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of Class A common stock of Woodbridge Holdings Corporation (the "Common Stock") purchased by Prescott Group Aggressive Small Cap Master Fund. G.P. (the "Master Fund") for the accounts of
- "Common Stock") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap L.P. or Prescott Group Aggressive Small Cap II, L.P. (together the "Small Cap Funds") Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownerhip.
 - Prescott Capital holds indirectly 3,712,351 shares of Common Stock of Woodbridge Holdings Corporation through the account of the Master Fund of which the Prescott Capital is the Investment Manager. The Master Fund holds the shares of Class A Common Stock for the accounts of the Small Cap Funds, for which Prescott Capital is the Investment Manager. Prescott Capital receives a portion of the
- profits in the form of a capital allocation from and owns a partnership interest in the Small Cap Funds. Phil Frohlich reports the shares held indirectly by Prescott Capital because, as the manager of Prescott Capital at the time of purchase, he 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. 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.

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