

KURTZ RICHARD
Form 4
December 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
KURTZ RICHARD

2. Issuer Name and Ticker or Trading Symbol
**International Fight League, Inc.
[IFLI.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

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

270 SYLVAN AVENUE

(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
 Form filed by More than One Reporting Person

ENGLEWOOD CLIFFS, NJ 07632

(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, par value \$.01 per share	11/29/2006		A ⁽¹⁾		4,930,213	A	Ⓛ
Common Stock, par value \$.01 per share	11/29/2006		A ⁽²⁾		1,627,500	A	Ⓛ
Common Stock, par value \$.01 per share	11/29/2006		G	V	2,500,000	D	\$ 0
							4,872,926

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

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(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 (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 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
KURTZ RICHARD 270 SYLVAN AVENUE ENGLEWOOD CLIFFS, NJ 07632	X	X		

Signatures

/s/ Richard J. Kurtz 12/20/2006

**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).

Received from the issuer in exchange for 4,775,610 shares of common stock of International Fight League, Inc. ("Old IFL"), in connection with the merger of Old IFL with and into a wholly-owned subsidiary of the issuer, whereby Old IFL was the surviving corporation, became a wholly owned subsidiary of the issuer and changed its name to IFL Corp. Following the merger, the issuer changed its name to International Fight League, Inc. The numbers set forth in Table I also reflect a 1:20 reverse stock split, which was effected immediately prior to the merger transaction.

Mr. Kurtz was issued these shares in exchange for his contribution of \$651,000 of outstanding debt owed to him by the issuer, as evidenced by a promissory note issued on October 8, 2003. The debt was converted into shares of the issuer's common stock at a conversion price of \$.40 per share.

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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