

Red Mile Entertainment Inc
Form 4
July 30, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUCHINLECK RICHARD H

(Last) (First) (Middle)

C/O RED MILE
ENTERTAINMENT INC, 4000
BRIDGEWAY, SUITE 101

(Street)

SAUSALITO, CA 94965

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Red Mile Entertainment Inc
[RDML.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
07/18/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/04/2006		P		26,667	A	\$ 3
Common Stock	07/18/2007		P ⁽¹⁾		40,000	A	\$ 2.5
Common Stock	07/18/2007		P ⁽²⁾		40,000	A	\$ 2.5

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**

SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Warrants	\$ 4.5	03/27/2006		P		26,667	03/27/2006 05/01/2008	Common Stock 26,667
Warrants	\$ 2.75	07/18/2007		P ⁽³⁾		20,000	07/18/2007 07/17/2009	Common Stock 20,000
Warrants	\$ 0	07/18/2007		P ⁽⁴⁾		8,000	⁽⁴⁾ ⁽⁴⁾	Common Stock 8,000
Convertible Debenture	\$ 5.25	10/19/2006		C		100	⁽⁵⁾ 10/18/2008	Common Stock 19,000
Convertible Note	\$ 2.5	06/26/2007		C		1	⁽⁵⁾ 06/25/2008	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AUCHINLECK RICHARD H C/O RED MILE ENTERTAINMENT INC 4000 BRIDGEWAY, SUITE 101 SAUSALITO, CA 94965	X

Signatures

/s/ Richard H. Auchinleck 07/27/2007

____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) These shares were received upon the conversion of a \$100,000 convertible debenture into shares of the Issuer at \$2.50 per share.

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(2) These shares were received as part of units received upon the conversion of a \$100,000 convertible note into units of the Issuer at \$2.50 per unit.

(3) These warrants were received in addition to the units received upon the conversion of the \$100,000 convertible note.

These warrants were received as part of the units received upon conversion of the \$100,000 convertible note. The warrants are exercisable for no additional consideration if the Issuer does not complete by March 18, 2008 a liquidity transaction, as defined in the June 22, 2007 agency agreement between the Issuer and J.F. Mackie & Company Ltd. These warrants will automatically be cancelled if the Issuer completes such a liquidity transaction by March 18, 2008.

(5) These convertible instruments were converted upon the sale of units by the Issuer.

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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