

Brauser Michael  
Form SC 13G/A  
February 13, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)\*

**Upstream Worldwide, Inc.**

*(Name of Issuer)*

**Common Stock**

*(Title of Class of Securities)*

**916787 104**

*(CUSIP Number)*

**December 31, 2011**

*(Date of Event which Requires Filing of this Statement)*

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

S Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **372910307** 13G Page 2 of 4 Pages

- NAME OF REPORTING PERSONS  
1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael Brauser

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	54,215,588 <sup>(1)</sup>	6. SHARED VOTING POWER
	6,575,705 <sup>(2)</sup>	7. SOLE DISPOSITIVE POWER
	54,215,588 <sup>(1)</sup>	8. SHARED DISPOSITIVE POWER

6,575,705<sup>(2)</sup>

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,791,293

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>(3)</sup>

12. TYPE OF REPORTING PERSON\*

IN - Individual

Represents (i) 25,215,588 shares of common stock held individually by the reporting person, (ii) 3,250,000 shares (1) of common underlying Series A Preferred Stock, (iii) 22,500,000 shares of common stock underlying Series B Preferred Stock and (iv) 3,250,000 warrants to purchase common stock.

(2) Represents shares of common stock held jointly with the reporting person's wife.

(3) Based on outstanding voting power as of December 31, 2011.

CUSIP No. 916787 104 13G Page 3 of 4 Pages

**Item 1.**

(a) Name of Issuer: Upstream Worldwide, Inc.

(b) Address of Issuer's Principal Executive Offices: 200 E. Broward Blvd., Suite 1200, Ft. Lauderdale, FL 33301

**Item 2.**

(a) Name of Person Filing: Michael Brauser

(b) Address of Principal Business Office or, if none, Residence: 4400 Biscayne Boulevard, Suite 850, Miami, FL 33137

(c) Citizenship: United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 916787 104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

Not Applicable.

Item 4. Ownership.

See Item 5 through 9 and 11 of cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2012

/s/ Michael Brauser  
Signature

Michael Brauser  
Name