

Brauser Michael
Form SC 13G/A
July 20, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Upstream Worldwide, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

917296 105

(CUSIP Number)

July 18, 2012

(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)

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. 917296 105 13GPage 2 of 4 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Michael Brauser
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States of America

NUMBER SOLE VOTING POWER

OF SHARES
BENEFICIALLY 5

OWNED

BY EACH 8,409,134 ⁽¹⁾

REPORTING SHARED VOTING POWER

PERSON

WITH 6

125,288 ⁽²⁾
SOLE DISPOSITIVE POWER

7

8,409,134 ⁽¹⁾
8 SHARED DISPOSITIVE POWER

125,288 ⁽²⁾
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

8,534,422
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

0
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

17.5% ⁽³⁾
TYPE OF REPORTING PERSON*

12

IN - Individual

- (1) Represents (i) 4,730,437 shares of common stock held individually by the reporting person, (ii) 428,697 shares of common stock underlying Series B Preferred Stock, and (iii) 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 July 19, 2012.

CUSIP No. **917296 105** 13G Page 3 of 4 Pages

Item 1.

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

(b) Address of Issuer's Principal Executive Offices: 413 North Federal Highway 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 Blvd., Suite 850, Miami, FL 33137

(c) Citizenship: United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 917296 105

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.

CUSIP No. 917296 105 13GPage 4 of 4 Pages

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: July 20, 2012

/s/ Michael Brauser
Signature

Michael Brauser
Name