

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-31**  
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### ISSUER

#### **SUNPEAKS VENTURES, INC.**

CIK: [1470915](#) | IRS No.: [270777112](#) | State of Incorporation: **NV** | Fiscal Year End: **1231**  
SIC: **1000** Metal mining

Mailing Address  
9337 FRASER AVE.  
SILVER SPRING MD 20910

Business Address  
9337 FRASER AVE.  
SILVER SPRING MD 20910  
(204) 898-8160

### REPORTING OWNER

#### **BETHESDA HOLDINGS LLC**

CIK: [1564363](#) | State of Incorporation: **WY** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [000-54523](#) | Film No.: [13524713](#)

Mailing Address  
406 W SOUTH JORDAN  
PARKWAY  
STE 160  
SOUTH JORDAN UT 84095

Business Address  
406 W SOUTH JORDAN  
PARKWAY  
STE 160  
SOUTH JORDAN UT 84095  
801-983-4948

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BETHESDA HOLDINGS LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>SUNPEAKS VENTURES, INC. [SNPK]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
406 W SOUTH JORDAN PARKWAY, STE 160			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SOUTH JORDAN, UT 84095</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2012		P		174,000,000	A	(1)	174,000,000	I	By Old Line Partners, LLC

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Preferred Stock	(2)	12/31/2012		P		3,000,000		02/13/2012	(3)	Common Stock	15,000,000	(1)	3,000,000	I	By Old Line Partners, LLC

**Explanation of Responses:**

- Old Line Partners, LLC acquired the common stock and Class A Preferred Stock from Mackie Barch for no consideration in fulfillment of previous obligations of Mr. Barch to various individuals. Bethesda Holdings, LLC is the manager of Old Line Partners, LLC and has sole voting power over the reported shares.
- Each of the shares of Sunpeaks' Class A Preferred Stock is convertible into five shares of Sunpeaks' common stock at the discretion of the holder and with no conversion price.
- The shares of Sunpeaks' Class A Preferred Stock do not expire.

**Remarks:**

This Form 4 is signed by Mackie Barch the Manager of Bethesda Holdings, LLC.

**Signatures**

/s/ Mackie Barch

\*\* Signature of Reporting Person

01/11/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**