

SCOTT RICHARD L  
Form SC 13D/A  
August 11, 2006

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: February 28, 2006  
Estimated average burden  
hours per response...15

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\***

QUEPASA CORPORATION

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

74833W206

(CUSIP Number)

Jeffrey S. Buschmann, Esq.

Boult Cummings Conners & Berry, PLC

1600 Division Street, Suite 700

Nashville, Tennessee 37203

(615) 252-2388

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

July 31, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

**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 control number.**

---

CUSIP No. 74833W 206

NAMES OF REPORTING PERSONS:

**1** Richard L. Scott

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

SEC USE ONLY:

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS):

**4**  
PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**  
United States

SOLE VOTING POWER:

**7**  
NUMBER OF 1,500,000

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8** -0-

EACH		SOLE DISPOSITIVE POWER:
REPORTING	<b>9</b>	
PERSON		1,500,000
WITH		SHARED DISPOSITIVE POWER:
	<b>10</b>	
		-0-

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,500,000

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
13.51%<sup>2</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
IN

<sup>1</sup> This Schedule is filed by Richard L. Scott and F. Stephen Allen (together, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of Schedule 13D.

<sup>2</sup> This percentage is based upon 11,102,521

shares of  
common stock  
deemed  
outstanding,  
consisting of  
8,102,521  
shares of the  
Issuer's common  
stock  
outstanding (as  
of May 5,  
2006), as set  
forth in the  
Issuer's most  
recent Quarterly  
Report on Form  
10-QSB, filed  
with the  
Securities and  
Exchange  
Commission on  
May 15, 2006,  
plus 2,000,000  
shares of  
common stock  
issuable  
pursuant to  
warrants held by  
the Reporting  
Persons and  
1,000,000  
shares of  
common stock  
issued to the  
Reporting  
Persons upon  
the exercise of  
1,000,000  
warrants on  
July 31, 2006.

CUSIP No. 74833W 206

NAMES OF REPORTING PERSONS:

**1** F. Stephen Allen

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

SEC USE ONLY:

**3**

SOURCE OF FUNDS (SEE INSTRUCTIONS):

**4**  
PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**6**  
United States

SOLE VOTING POWER:

**7**

NUMBER OF 1,500,000

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

-0-

EACH	SOLE DISPOSITIVE POWER:
REPORTING PERSON	<b>9</b> 1,500,000
WITH	SHARED DISPOSITIVE POWER:
	<b>10</b> -0-

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,500,000

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
13.51%<sup>2</sup>

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
IN

<sup>1</sup> This Schedule is filed by Richard L. Scott and F. Stephen Allen (together, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of Schedule 13D.

<sup>2</sup> This percentage is based upon 11,102,521



shares of  
common stock  
deemed  
outstanding,  
consisting of  
8,102,521  
shares of the  
Issuer's common  
stock  
outstanding (as  
of May 5,  
2006), as set  
forth in the  
Issuer's most  
recent Quarterly  
Report on Form  
10-QSB, filed  
with the  
Securities and  
Exchange  
Commission on  
May 15, 2006,  
plus 2,000,000  
shares of  
common stock  
issuable  
pursuant to  
warrants held by  
the Reporting  
Persons and  
1,000,000  
shares of  
common stock  
issued to the  
Reporting  
Persons upon  
the exercise of  
1,000,000  
warrants on  
July 31, 2006.

This Amendment No. 1 amends the Schedule 13D filed by Richard L. Scott and F. Stephen Allen (individually Reporting Person and collectively Reporting Parties ) on March 31, 2006 (the Schedule 13D ) with respect to the acquisition by Richard L. Scott Investments, LLC, a Delaware limited liability company and F. Stephen Allen, of warrants (the Warrants ) to purchase an aggregate of 3,000,000 shares of common stock, par value \$.001 per share (the Common Stock ), of Quepasa Corporation (the Issuer ) on March 21, 2006. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Schedule 13D.

The initial Schedule 13D was filed as a joint statement pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934 (the Exchange Act ) by each of the Reporting Persons. The Reporting Persons made a joint filing due solely to the fact that the Reporting Persons made their purchases at the same time on the same terms. The Reporting Persons do not believe they will be deemed to be a group for purposes of Section 13(d)(3) of the Exchange Act and each of the Reporting Persons hereby disclaims the existence and membership in a group and disclaims beneficial ownership of shares of Common Stock beneficially owned by all other Reporting Persons. Therefore, the Reporting Parties no longer believe a joint filing statement is appropriate and shall each file a Schedule 13D on the date hereof with respect the transactions described in the initial Schedule 13D.

Signature

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: August 11, 2006

/s/ Richard L. Scott  
Richard L. Scott

/s/ F. Stephen Allen  
F. Stephen Allen

-5-