

ZONE 4 PLAY INC
Form SC 13G
August 14, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Zone 4 Play, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

989759105

(CUSIP Number)

20 March, 2006

(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)

Page 1 of 5

CUSIP No. **989759105**

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Walham Investments Group, Inc.
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2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization British Virgin Islands		
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 2,758, 620 (see item 4 below)	
	6.	Shared Voting Power 0	
	7.	Sole Dispositive Power 2,758, 620 (see item 4 below)	
	8.	Shared Dispositive Power 0	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,758, 620 (see item 4 below)		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>		
11.	Percent of Class Represented by Amount in Row (9) 8.2% (see item 4 below)		
12.	Type of Reporting Person CO		

Item 1.

- (a) Name of Issuer **Zone 4 Play, Inc.**
- (b) Address of Issuer's Principal Executive Offices
103 Foulk Road, Wilmington, Delaware, 19803

Item 2.

- (a) Name of Person Filing **Walham Investments Group, Inc.**
- (b) Address of Principal Business Office or, if none, Residence
P.O.Box 3174, Road Town, Tortola, British Virgin Islands
- (c) Citizenship **British Virgin Islands**

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(d) Title of Class of Securities **Common Stock**

(e) CUSIP Number **989759105**

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:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Page 3 of 5

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: **2,758, 620** (inc. Warrants 1,379,310, upon issuance)
- (b) Percent of class: **8.2%**
- (c) Number of shares as to which the person has **0**
 - (i) Sole power to vote or to direct the vote **2,758, 620** (see item 4(a) above)
 - (ii) Shared power to vote or to direct the vote **0**
 - (iii) Sole power to dispose or to direct the disposition of **2,758, 620** (see item 4(a) above)
 - (iv) Shared power to dispose or to direct the disposition of **0**

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

Item 2.

3

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following O.

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

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

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable.

Page 4 of 5

Item 10. Certification

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

12/08/06
Date

WALHAM INVESTMENTS GROUP INC.

Occidental Trust Corporation, Director

SIGNATURE

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Per: /s/ George Rosenberg

George Rosenberg, Director

Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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 for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Page 5 of 5
