

Edgar Filing: ZONE 4 PLAY INC - Form SC 13G

ZONE 4 PLAY INC
Form SC 13G
April 07, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Zone 4 Play, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

989759105

(CUSIP Number)

March 28, 2005

(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)

SCHEDULE 13G

CUSIP No. 989759105

1) NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

First New York Securities L.L.C.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5) SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 366,890

6) SHARED VOTING POWER
None

7) SOLE DISPOSITIVE POWER
366,890

8) SHARED DISPOSITIVE POWER
None

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
366,890

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.6%

12) TYPE OF REPORTING PERSON
BD

SCHEDULE 13G

CUSIP No. 989759105

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Judy Finger

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

37,000

6) SHARED VOTING POWER

847,265

7) SOLE DISPOSITIVE POWER

37,000

8) SHARED DISPOSITIVE POWER

1,023,710

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,060,710

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

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

4.6%

12) TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

CUSIP No. 989759105

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Douglas Topkis

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

	5)	SOLE VOTING POWER	
NUMBER		10,000	
OF		-----	
SHARES	6)	SHARED VOTING POWER	
BENEFICIALLY		847,265	
OWNED BY		-----	
EACH	7)	SOLE DISPOSITIVE POWER	
REPORTING		10,000	
PERSON		-----	
WITH	8)	SHARED DISPOSITIVE POWER	
		1,023,710	

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,033,710

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

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

4.4%

12) TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

CUSIP No. 989759105

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Haystack Capital L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5)	SOLE VOTING POWER	
NUMBER		612,000	
OF		-----	
SHARES	6)	SHARED VOTING POWER	

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

	None
7)	SOLE DISPOSITIVE POWER
	612,000
8)	SHARED DISPOSITIVE POWER
	None

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

612,000

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

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

2.6%

12) TYPE OF REPORTING PERSON

PN

SCHEDULE 13G

CUSIP No. 989759105

1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Lloyd Brokaw

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

	5)	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		33,500
	6)	SHARED VOTING POWER
		0
	7)	SOLE DISPOSITIVE POWER
		33,500

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8) SHARED DISPOSITIVE POWER

7,000

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,500

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

|_ |

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

0.2%

12) TYPE OF REPORTING PERSON

IN

Schedule 13G

Item 1(a). Name of Issuer:

Zone 4 Play, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

103 Foulk Road
Wilmington, DE 19803

Item 2(a). Name of Person Filing:

(1) First New York Securities L.L.C. ("FNYS")

(2) Judy Finger. Ms. Finger is employed by and trades securities of the issuer for the proprietary account of FNYS. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C., which is the general partner of Haystack Capital L.P., a hedge fund.

(3) Douglas Topkis. Mr. Topkis is employed by and trades securities of the issuer for the proprietary account of FNYS. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C., which is the general partner of Haystack Capital L.P., a hedge fund.

(4) Haystack Capital L.P. Haystack Capital L.P. is a hedge fund of which Haystack Capital L.L.C. is the sole general partner. Ms. Finger and Mr. Topkis are the managing members of Haystack Capital L.L.C.

(5) Lloyd Brokaw. Mr. Brokaw is employed by and trades securities of the issuer for the proprietary account of FNYS.

Item 2(b). Address of Principal Business Office or, if None, Residence:

(1) First New York Securities L.L.C.: 850 Third Avenue, 17th Floor
New York, NY 10022

(2) Judy Finger: c/o First New York Securities L.L.C.
850 Third Avenue, 8th Floor

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New York, NY 10022

- (3) Douglas Topkis: c/o First New York Securities L.L.C.
850 Third Avenue, 8th Floor
New York, NY 10022
- (4) Haystack Capital L.P. c/o First New York Securities L.L.C.
850 Third Avenue, 17th Floor
New York, NY 10022
- (5) Lloyd Brokaw c/o First New York Securities L.L.C.
850 Third Avenue, 8th Floor
New York, NY 10022

Item 2(c). Citizenship:

- (1) First New York Securities L.L.C.: New York
- (2) Judy Finger: United States
- (3) Douglas Topkis: United States
- (4) Haystack Capital L.P.: Delaware
- (5) Lloyd Brokaw: United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number:

989759105

Item 3. If this statement is filed pursuant to ss.ss. 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) Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f) Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)
- (h) Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)

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- (i) Church plan that is excluded from the definition of an investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

- (a) Amount beneficially owned:(1)
 - (1) First New York Securities L.L.C.: 366,890
 - (2) Judy Finger: 1,060,710
 - (3) Douglas Topkis: 1,033,710
 - (4) Haystack Capital L.P.: 612,000
 - (5) Lloyd Brokaw: 40,500
- (b) Percent of class:
 - (1) First New York Securities L.L.C.: 1.6%
 - (2) Judy Finger: 4.6%
 - (3) Douglas Topkis: 4.4%
 - (4) Haystack Capital L.P.: 2.6%
 - (5) Lloyd Brokaw: 0.2%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 - (1) First New York Securities L.L.C.: 366,890
 - (2) Judy Finger: 37,000
 - (3) Douglas Topkis: 10,000
 - (4) Haystack Capital L.P.: 612,000
 - (5) Lloyd Brokaw: 33,500 (2)
 - (ii) Shared power to vote or to direct the vote:
 - (1) First New York Securities L.L.C.: 0
 - (2) Judy Finger: 847,265 (3)
 - (3) Douglas Topkis: 847,265 (3)
 - (4) Haystack Capital L.P.: 0
 - (5) Lloyd Brokaw: 0

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- (1) Percentages based on 23,250,010 shares of Common Stock outstanding as of March 1, 2005 as reported in the Issuer's Form 10-KSB for the year ended December 31, 2004.
 - (2) Includes shares held by Mr. Brokaw's wife.
 - (3) Includes shares that are held in a managed account over which Ms. Finger and Mr. Topkis have discretionary investment authority.

(iii) Sole power to dispose or to direct the disposition of:

- (1) First New York Securities L.L.C.: 366,890
- (2) Judy Finger: 37,000
- (3) Douglas Topkis: 10,000
- (4) Haystack Capital L.P.: 612,000
- (5) Lloyd Brokaw: 33,500 (2)

(iv) Shared power to dispose or to direct the disposition of:

- (1) First New York Securities L.L.C.: 0
- (2) Judy Finger: 1,023,710 (3) (4)
- (3) Douglas Topkis: 1,023,710 (3) (4)
- (4) Haystack Capital L.P.: 0
- (5) Lloyd Brokaw: 7,000 (4)

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.

See Item 2(a) above.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

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

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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.

- (4) Includes shares owned by First New York Securities L.L.C. as to which the reporting person may be deemed to share dispositive power.

SIGNATURE

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

Date: April 7, 2005

FIRST NEW YORK SECURITIES L.L.C.

BY: /s/ Mario Maugeri

Name: Mario Maugeri
Title: Director of Operations

/s/ Judy Finger

Judy Finger

/s/ Douglas Topkis

Douglas Topkis

HAYSTACK CAPITAL L.P.

BY: Haystack Capital L.L.C., its
General Partner

BY: /s/ Judy Finger

Name: Judy Finger
Title: Managing Member

/s/ Lloyd Brokaw

Lloyd Brokaw

Exhibit 1

AGREEMENT OF JOINT FILING

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Pursuant to rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13G (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed is on the behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of April 7, 2005.

FIRST NEW YORK SECURITIES L.L.C.

BY: /s/ Mario Maugeri

Name: Mario Maugeri
Title: Director of Operations

/s/ Judy Finger

Judy Finger

/s/ Douglas Topkis

Douglas Topkis

HAYSTACK CAPITAL L.P.

BY: Haystack Capital L.L.C., its
General Partner

BY: /s/ Judy Finger

Name: Judy Finger
Title: Managing Member

/s/ Lloyd Brokaw

Lloyd Brokaw