

GOLD HILLS MINING, LTD.  
Form SC 13D  
July 03, 2013

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

GOLD HILLS MINING, LTD.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

38061A 103

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(CUSIP Number)

Darby Investment Services Inc.

c/o Kerdos AG

Oberneuhofstrasse 5, POB

6341 Baar, Switzerland

Attn: Andre Odermatt

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

March 18, 2013

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(Date of Event which Requires Filing of this Statement)

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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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the Schedule, including all exhibits. See Rule 13d-7(b) 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).

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CUSIP No. 38061A 103

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(1) Names of reporting persons.

Darby Investment Services Inc.

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(2) Check the appropriate box if a member of a group (see instructions)

(a)  (b)

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(3) SEC use only.

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(4) Source of funds (see instructions).

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(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

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(6) Citizenship or place of organization.

British Virgin Islands

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(7) Sole voting power: 3,569,970

(8) Shared voting power: 0

(9) Sole dispositive power: 3,569,970

(10) Shared dispositive power: 0

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(11) Aggregate amount beneficially owned by each reporting person.

3,569,970

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(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions).

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(13) Percent of class represented by amount in Row (11).

10.4%

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(14) Type of reporting person (see instructions).

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\* Calculated on the basis of 34,206,313 issued and outstanding shares of the Issuer as of May 15, 2013 reported on a Quarterly Report on Form 10-Q filed by the Issuer with the Commission on May 15, 2013.

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$0.00001 per share (the "Common Stock") of Gold Hills Mining, Ltd., a Nevada corporation (the "Issuer"). The Issuer's principal executive office is located at 100 Wall Street, 10<sup>th</sup> Floor, New York, NY 10005.

Item 2. Identity and Background.

(a) The name of the Reporting Person is Darby Investment Services Inc.

(b) Business Address:

Darby Investment Services Inc.

The Lake Building

1<sup>st</sup> FL Wickham Cay 1

Road Town, Tortola, BVI

(c) Principal Occupation:

Darby Investment Services Inc. is an investment company.

(d) None of the entities or individuals identified in Item 2(a) of this Statement have, during the five years prior to the date hereof, been convicted in a criminal proceedings (excluding traffic violations or similar minor violations).

(e) None of the entities or individuals identified in Item 2(a) of this Statement have, during the five years prior to the date hereof, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship/Jurisdiction of Organization:

Darby Investment Services Inc. is incorporated in the British Virgin Islands.

### Item 3. Source and Amount of Funds or Other Consideration.

Darby Investment Services Inc. ("Darby") has recently acquired a total of 3,561,410 shares of the common stock of the Issuer in two transactions. Pursuant to an agreement dated as of February 21, 2013, Darby acquired 561,410 shares of the Issuer's common stock in connection with the conversion of \$56,141 in debt owed by the Issuer, at a conversion price of \$.10 per share, which had been assigned to Darby by Volodymyr Khopta, a creditor of the Issuer. In consideration for the assignment of such debt, Darby has entered into a note with Mr. Khopta, pursuant to which Darby has agreed to pay Mr. Khopta principal in the amount of \$56,141 plus interest at an annual rate of 7.5%. Such principal and interest shall be due on thirty days notice following the first anniversary of the date of the note. On March 18, 2013, Darby converted a loan of \$300,000 to the Issuer into 3,000,000 shares of the Issuer's common stock, also at a conversion price of \$.10 per share. Prior to the transactions described herein, Darby owned 8,560 shares of the Issuer's common stock. As of the date of this Schedule 13D, Darby owns 3,569,970 shares of the Issuer's common stock, representing 10.4% of the Issuer's issued and outstanding common stock.

### Item 4. Purpose of Transaction.

Except as otherwise set forth above, no Reporting Person has any present plan or proposal that relates to or would result in:

(a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

(b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;





- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

| (a) Name                       | Shares Beneficially Owned | Percentage* |
|--------------------------------|---------------------------|-------------|
| Darby Investment Services Inc. | 3,569,970                 | 10.4%       |
| <br>                           |                           |             |
| (b) Name                       | Shares                    |             |
| Darby Investment Services Inc. | 3,569,970                 |             |

\* Calculated on the basis of 34,206,313 issued and outstanding shares of the Issuer as of May 15, 2013 reported on a Quarterly Report on Form 10-Q filed by the Issuer with the Commission on May 15, 2013.

(c) N/A

(d) N/A

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except as otherwise indicated above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons or between any Reporting Person and any other person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

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|-----------------|---|
| Exhibit<br>99.1 | Promissory Note from Darby Investment Services Inc. to Volodymyr Khopta in the amount of \$56,141, dated as of February 21, 2013. |
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[Signature Page Follows]



SIGNATURES

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 2, 2013

Darby Investment Services Inc.

By: /s/ Andre Odermatt

Name: Andre Odermatt

Title: Director

