

VORTEX RESOURCES CORP.
Form 4
September 08, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KSD Pacific, LLC

2. Issuer Name and Ticker or Trading Symbol
VORTEX RESOURCES CORP.
[VTEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6327 W 6TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2008

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

LOS ANGELES, CA 90048

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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)
Common Stock	08/19/2008		J ⁽⁵⁾	V Amount \$ 0	820,399	D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KSD Pacific, LLC 6327 W 6TH STREET LOS ANGELES, CA 90048		X		

Signatures

KSD Pacific, LLC, /s/
Yossi Attia
09/08/2008
 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Pursuant to Stock Purchase Agreement dated as of January 28, 2005 ("KPN Stock Purchase Agreement") by and between KPN Telecom B.V. ("KPN Telecom"), a company incorporated under the laws of the Netherlands, and CORCYRA d.o.o., a Croatian company ("CORCYRA"), (the "KPN Purchase Agreement"), KPN Telecom sold to CORCYRA (i) 289,855 shares (the "Initial Shares") of common stock of Vortex Resources Corp. (the "Company") for US \$1,000,000 (the "Initial Closing"), which Initial Closing occurred on February 1, 2005, and (ii) 434,783 shares (the "Second Closing Shares") of the Company's common stock for US \$1,500,000 on April 28, 2006; (iii) 781,006 shares of the Company's common stock for US \$3,000,000 on December 1, 2006 (the "Third Closing Shares"); and (iv) CORCYRA has also agreed to purchase and, KPN Telecom has agreed to sell, KPN Telecom's remaining 820,399 shares of common stock (the "Final Shares") on July 2, 2007 (the "Final Closing").
- (2) The Final Closing is subject to the satisfaction or waiver of all of the conditions set forth in the KPN Purchase Agreement, as amended.
- (3) Pursuant to the Stock Purchase Agreement, dated as of August 31, 2006, by and among Moshe Har Adir ("Seller"), CORCYRA and Shalom Attia ("CORCYRA Director"), on the one hand ("Selling Parties"), and KSD Pacific, LLC, a Nevada limited liability company, on the other hand ("KSD"), KSD purchased from the Seller all of the issued and outstanding shares of capital stock of CORCYRA in exchange for \$10,830,377.. Accordingly, KSD via CORCYRA, presently owns the remaining 820,399 shares held by KPN Telecom.
- (4) On June 21, 2007, Mr. Yossi Attia transferred the 1,505,644 shares of common stock currently held and registered in the name of CORCYRA to KSD Pacific, LLC.
- (5) On August 19, 2008, KSD entered and closed a swap agreement with C. Properties Ltd. ("C. Properties") where C. Properties purchased from KSD 1,505,644 shares of common stock of the Company for a purchase price of 734,060,505 shares of common stock of Atia Group Limited

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

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