

Propell Technologies Group, Inc.
Form SC 13D
March 09, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment)*

Propell Technologies Group, Inc.

(Name of Issuer)

Series C Preferred Stock and Series A-1 Preferred Stock

convertible into shares of Common Stock

(Title of Class of Securities)

74345U 10 2 ⁽¹⁾

(CUSIP Number)

Ervington Investments Limited

Chrysanthou Mylona, 3

Limassol, Cyprus 3030

Telephone: 357 25857700

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

February 19, 2015

(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. "

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).

(1) This CUSIP number applies to the Issuer's Common Stock.

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.

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Ervington Investments Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

WC & OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cyprus

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

by Owned by

Each

11,587,914**

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

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11,587,914**

11. Aggregate Amount Beneficially Owned by Each Reporting Person
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)

21.1%***

14. Type of Reporting Person (See Instructions)

CO

** Consists of 7,624,990 shares of Common Stock, 1,525,424 shares of Series C Preferred Stock and 2,437,500 shares of Series A-1 Preferred Stock. Each share of Series C Preferred Stock is convertible at any time at the option of the Reporting Person into 26.6666 shares of common stock. Each share of Series A-1 Preferred Stock is convertible at any time at the option of the Reporting Person into 10 shares of Common Stock. Each share of Series C Preferred Stock votes on an as-converted basis together with all of the holders of Common Stock. Each of Series A-1 Preferred Stock votes on an as-converted basis together with all of the holders of Common Stock. Assuming conversion of the Series C Preferred Stock and Series A-1 Preferred Stock, the Reporting Person would hold 72,677,956 shares of Common Stock.

*** Assumes conversion of all Series A-1 Preferred Stock and Series C Preferred Stock into Common Stock (343,472,465 shares of Common Stock outstanding on an as-converted basis following the investment). The 1,525,424 shares of Series C Preferred Stock held by the Reporting Persons represents 100% of the issued and outstanding shares of Series C Preferred Stock. The 2,437,500 shares of Series A-1 Preferred Stock held by the Reporting Persons represents 69.4% of the issued and outstanding shares of Series A-1 Convertible Preferred Stock. The 7,624,990 shares of Common Stock held by the Reporting Persons represents 2.9% of the issued and outstanding shares of Common Stock.

CUSIP No.

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Greenleas International Holdings Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

WC & OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

British Virgin Islands

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

by Owned by

Each

Reporting 9. Sole Dispositive Power
11,587,914**

Person

With -0-

10. Shared Dispositive Power

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21.1%***

14. Type of Reporting Person (See Instructions)

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*** Assumes conversion of all such Reporting Person's Series A-1 Preferred Stock and Series C Preferred Stock into Common Stock (343,472,465 shares of Common Stock outstanding on an as-converted basis following the investment). The 1,525,424 shares of Series C Preferred Stock held by the Reporting Persons represents 100% of the issued and outstanding shares of Series C Preferred Stock. The 2,437,500 shares of Series A-1 Preferred Stock held by the Reporting Persons represents 69.4% of the issued and outstanding shares of Series A-1 Convertible Preferred Stock. The 7,624,990 shares of Common Stock held by the Reporting Persons represents 2.9% of the issued and outstanding shares of Common Stock.

CUSIP No.

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Harmony Trust Settlement

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

WC & OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Cyprus

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

by Owned by

Each

Reporting 9. Sole Dispositive Power
11,587,914**

Person

With -0-

10. Shared Dispositive Power

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11,587,914**

11. Aggregate Amount Beneficially Owned by Each Reporting Person
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)

21.1%***

14. Type of Reporting Person (See Instructions)

CO

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Item 1. Security and Issuer

This Schedule 13D relates to shares of Common Stock, Series A-1 Preferred Stock and Series C Preferred Stock of Propell Technologies Group, Inc., a Delaware (the Issuer), with its principal executive office at 1701 Commerce Street, Houston, TX 77002. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

(a) (1) Ervington Investments Limited (Ervington)

(2) Greenleas International Holdings Ltd (Greenleas)

(3) Harmony Trust Settlement (Harmony Trust)

Ervington, Greenleas and Harmony Trust shall be referred to collectively herein as the Reporting Persons .

(b)-(c)

(1) Chrysanthou Mylona 3, Limassol Cyprus 3030

(2) Wickhams Cay II, Coastal Building, Road Town Tortola, British Virgin Islands

(3) Chrysanthou Mylona 3, Limassol Cyprus 3030

(d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding.

(e) During the past five years, none of the Reporting Persons has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction, where, as a result of such proceeding the Reporting Person is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or any finding of any violation with respect to such laws.

(f)

(1) Cyprus

(2) British Virgin Islands

(3) Cyprus

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons have acquired the shares of the Issuer s capital stock as set forth in Item 5 below using working capital funds.

Item 4. Purpose of the Transaction

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The shares of the Issuer's capital stock were acquired in connection with a strategic business relationship between the Issuer and the Reporting Persons. The shares were acquired for investment purposes only and were not intended to, and did not affect any change in the control of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) Amount beneficially owned:

| Class of Security | Shares Held | Convertible into Shares of Common Stock |
|----------------------------|-------------|--|
| Common Stock | 7,624,990 | |
| Series A-1 Preferred Stock | 2,437,500 | 40,667,972 |
| Series C Preferred Stock | 1,525,424 | 24,375,000 |

As of February 19, 2015, Ervington directly owns 7,624,990 shares of Common Stock and 2,437,500 shares of Series A-1 Preferred Stock. Ervington is wholly owned by Greenleas, which is wholly owned by Harmony Trust. Each of Ervington, Greenleas and Harmony Trust, through the ownership described herein, may be deemed to beneficially own the shares held by Ervington Investments Limited.

(b) Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote: 11,587,914 shares

Consists of 7,624,990 shares of Common Stock, 1,525,424 shares of Series C Preferred Stock and 2,437,500 shares of Series A-1 Preferred Stock. Each share of Series C Preferred Stock is convertible at any time at the option of the Reporting Person into 26.6666 shares of common stock. Each share of Series A-1 Preferred Stock is convertible at any time at the option of the Reporting Person into 10 shares of Common Stock. Each share of Series C Preferred Stock votes on an as-converted basis together with all of the holders of Common Stock. Each of Series A-1 Preferred Stock votes on an as-converted basis together with all of the holders of Common Stock. Assuming conversion of the Series C Preferred Stock and Series A-1 Preferred Stock, the Reporting Person would hold 72,677,956 shares of Common Stock.

(c) Except as reported herein, none of the Reporting Persons has engaged in any transactions in the common stock of the Issuer during the past 60 days.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer

Not applicable

Item 7. Material to be Filed as Exhibits

Joint Filing Agreement dated as of March 5, 2015.

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.

DATED: March 5, 2015

Ervington Investments Limited

By: /s/ Maria Damianou
Name: Maria Damianou
Title: Director

Greenleas International Holdings Ltd.

By: /s/ Chrystalla Komodromou Stylla
Name: Chrystalla Komodromou Stylla
Title: on behalf of Thackeray
Investments Limited, Director

Harmony Trust Settlement

By: /s/ Dimitris Ioannidis
Name: Dimitris Ioannidis
Title: Director of A. Corp - Trustee
Limited, Trustee