

Edgar Filing: GOLDEN HAND RESOURCES INC - Form SC 13D

GOLDEN HAND RESOURCES INC
Form SC 13D
July 16, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

GOLDEN HAND RESOURCES, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001
(Title of Class of Securities)

381062108
(CUSIP Number)

Mark Zegal
1748 54th Street
Brooklyn, New York 11204

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

July 14, 2004
(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 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).

SCHEDULE 13D

CUSIP NO. 381062108

PAGE 2 OF 5 PAGES

1 NAME OF REPORTING PERSON

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

Zegal & Ross Capital

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)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	7	SOLE VOTING POWER	
			2,600,000
NUMBER OF	8	SHARED VOTING POWER	
SHARES			
BENEFICIALLY			
OWNED BY			- 0 -
EACH			
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			
WITH			2,600,000
	10	SHARED DISPOSITIVE POWER	
			- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Zegal & Ross Capital beneficially owns 2,600,000 common shares.

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions)

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

The Reporting Person owns 12.62% of the shares outstanding.

14 TYPE OF REPORTING PERSON (See Instructions)

CO

SCHEDULE 13D

CUSIP NO. 381062108

PAGE 3 OF 5 PAGES

ITEM 1. SECURITY AND ISSUER.

This Statement relates to shares of common stock, \$0.001 par value per share (the "Common Stock"), of GOLDEN HAND RESOURCES, INC. (the "Corporation"). The Corporation's principal executive office is located at 36 Derech Bait Lechem, Jerusalem, Israel.

ITEM 2. IDENTITY AND BACKGROUND.

- (a) This Statement is being filed by Zegal & Ross Capital (the "Reporting Person").
- (b) The business address of the Reporting Person is:
1748 54th Street
Brooklyn, New York 11204
- (c) The Reporting Person's present principal occupation is: Business and corporate consulting
- (d) During the last five years, the Reporting person has not been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or 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 of finding any violations with respect to such laws.

SCHEDULE 13D

CUSIP NO. 381062108

PAGE 4 OF 5 PAGES

- (f) The principal of the Reporting Person is a resident of Israel.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Reporting Person purchased such shares reported hereunder in a private transaction and used personal funds to purchase such shares.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Person acquired the shares of Common Stock reported herein for investment purposes.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

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- (a) As of July 14, 2004 the Corporation had issued and outstanding a total of 20,598,000 shares of Common Stock. As of that date, the Reporting Person was the beneficial owner of 2,600,000 shares of Common Stock or 12.62% of the issued and outstanding Common Stock.
- (b) The Reporting Person has the sole power to vote, or to direct the vote of, 2,600,000 shares of Common Stock and sole power to dispose of, or to direct the disposition of 2,600,000 shares of Common Stock.
- (c) The Reporting Entity acquired the shares through a private purchase transaction.

SCHEDULE 13D

CUSIP NO. 381062108

PAGE 5 OF 5 PAGES

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Exhibit 99 - Form of Restricted Stock Purchase Agreement.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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: July 14, 2004

By: /s/ Mark Zegal

Zegal & Ross Capital
Mark Zegal, Principal