

Campbell Michael
Form SC 13D/A
June 01, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 21549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

RESOURCE HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

76123C105

(CUSIP Number)

Michael Campbell

11753 Willard Avenue

Tustin, CA 92782

(714) 832-3249

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 16, 2012

(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 which 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 Rule 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 (the "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).

CUSIP No. 76123C105

name of reporting person

i.r.s. identification no. of above person
(entities only)

1

Michael Campbell

check the appropriate box if a member of
a group* **N/A**

2

(A) ..

(B) ..

sec use only

3

source of funds*

4

pf

check if disclosure of legal proceedings is
required pursuant to items 2(d) or 2(e)

5

..

citizenship or place of organization

6

United States

number of sole voting power

7

shares **15,044,473** shares⁽¹⁾
shared voting power **0** shares

beneficially 8

owned by sole dispositive power

9

each **15,044,473** shares⁽¹⁾
10 shared dispositive power **0** shares

reporting

person

with

aggregate amount beneficially owned by
each reporting person

11 **15,044,473** shares⁽¹⁾

12 check box if the aggregate amount in row
(11) excludes certain shares "

13 percent of class represented by amount in
row (11)

40.3%⁽¹⁾

14 type of reporting person*

IN

(1) Includes 2,250,000 shares of common stock underlying stock purchase options that are currently exercisable.

This Amendment No. 5 (this “Amendment”) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on November 16, 2009, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4 thereto filed with the Securities and Exchange Commission on March 12, 2010, September 30, 2011, October 11, 2011, and April 2, 2012, respectively (collectively, the “Schedule 13D”), by Michael Campbell with respect to the common stock, par value \$.001 per share (the “Common Stock”), of Resource Holdings, Inc., a Nevada corporation (the “Issuer”). Capitalized terms used in this Amendment without definition shall have the meanings ascribed to them in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The first paragraph of Item 5 of Schedule 13D is hereby amended and restated as follows:

(a),(b) At the close of business on May 30, 2012, the Issuer had 35,113,670 shares of Common Stock issued and outstanding. At such time, Michael Campbell beneficially owned 15,044,473 shares of Common Stock, including 2,250,000 shares of Common Stock underlying stock purchase options that are currently exercisable, which shares constitute approximately 40.3% of the outstanding shares of Common Stock of the Issuer. Michael Campbell has sole power to vote or to direct the vote and sole power to dispose or direct the disposition of his shares of Common Stock.

Item 5(c) of Schedule 13D is hereby supplemented as follows:

Between April 16, 2012 and May 16, 2012, pursuant to six Stock Purchase Agreements, Mr. Campbell sold to six individuals in privately-negotiated transactions an aggregate of 470,714 shares of Common Stock for an aggregate purchase price of \$242,500. An aggregate of 435,000 shares were sold for a purchase price of \$0.50 per share and 35,714 shares were sold for \$0.70 per share. Each such sale was made in a transaction that was exempt from registration under the Securities Act, and each purchaser represented to Mr. Campbell that such purchaser understood that the acquired shares are “restricted securities” within the meaning of Rule 144 under the Securities Act and are subject to the resale limitations imposed thereby and by the Securities Act.

SIGNATURES

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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: May 31, 2012

By: /s/ Michael Campbell
Michael Campbell