

Edgar Filing: CAMELOT CORP - Form SC 13D

CAMELOT CORP
Form SC 13D
December 27, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Camelot Corp.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

133221408

(CUSIP Number)

Mitchell S. Nussbaum, Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
(212) 407-4159

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

December 13, 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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 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 ss. 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).

(Continued on following pages)

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

COMJOYFUL INTERNATIONAL LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH VIRGIN ISLANDS

	7	SOLE VOTING POWER	85.76%
NUMBER OF	-----	-----	-----
SHARES	8	SHARED VOTING POWER	-0-
BENEFICIALLY	-----	-----	-----
OWNED BY	9	SOLE DISPOSITIVE POWER	85.76%
EACH	-----	-----	-----
REPORTING	10	SHARED DISPOSITIVE POWER	-0-
PERSON	-----	-----	-----
WITH	-----	-----	-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,784,497

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

85.76%

14 TYPE OF REPORTING PERSON*

CO

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1 NAMES OF REPORTING PERSON

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

KJF Group

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PEOPLE'S REPUBLIC OF CHINA

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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

-0-

14 TYPE OF REPORTING PERSON*

CO

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

YAZHONG LIAO

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

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(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PEOPLE'S REPUBLIC OF CHINA

	7	SOLE VOTING POWER	-0-
NUMBER OF			
SHARES	8	SHARED VOTING POWER	85.76%
BENEFICIALLY			
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	-0-
REPORTING			
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	85.76%

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ZHANGMEI ZHANG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

OO

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

PEOPLE'S REPUBLIC OF CHINA

	7	SOLE VOTING POWER	-0-
NUMBER OF			
SHARES	8	SHARED VOTING POWER	85.76%
BENEFICIALLY			
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	-0-
REPORTING			
PERSON			
WITH	10	SHARED DISPOSITIVE POWER	85.76%

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

HUIWEN QU

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

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TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PEOPLE'S REPUBLIC OF CHINA

	7	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	85.76%
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	85.76%

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,784,497

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1 NAMES OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

XIUXIA JI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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PEOPLE'S REPUBLIC OF CHINA

	7	SOLE VOTING POWER	
		-0-	
NUMBER OF		-----	
SHARES	8	SHARED VOTING POWER	
BENEFICIALLY		85.76%	
OWNED BY		-----	
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		-0-	
PERSON		-----	
WITH	10	SHARED DISPOSITIVE POWER	
		85.76%	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,784,497

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

85.76%

14 TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSON

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

YIMIN GU

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PEOPLE'S REPUBLIC OF CHINA

	7	SOLE VOTING POWER	
		-0-	
NUMBER OF		-----	

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SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	85.76%	-----
	9	SOLE DISPOSITIVE POWER
	-0-	-----
	10	SHARED DISPOSITIVE POWER
	85.76%	-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,784,497

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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85.76%

14 TYPE OF REPORTING PERSON*

IN

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ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock, par value \$0.01 per share ("Common Stock"), of Camelot Corp., a Nevada corporation (the "Issuer"). The address of the Issuer's principal executive offices is J4-2-12, Diplomatic Residence Compound, No.1 Xiushui Street, Jianguomen Wai, Chaoyang District, Beijing 100600, China.

ITEM 2. IDENTITY AND BACKGROUND.

- (a), (f) This Schedule 13D is filed by (i) Comjoyful International Limited, a corporation organized under the jurisdiction of the British Virgin Islands ("Comjoyful"); (ii) KJF Group, a corporation organized under the jurisdiction of the British Virgin Islands, which is the parent company/controlling shareholder of Comjoyful; (iii) Yazhong Liao, a citizen of the People's Republic of China, (iv) Zhangmei Zhang, a citizen of the People's Republic of China, (v) Huiwen Qu, a citizen of the People's Republic of China, (vi) Xiuxia Ji, a citizen of the People's Republic of China, and (vii) Yimin Gu, a citizen of the People's Republic of China (collectively, the "Reporting Persons"). The Reporting Persons who are individuals, are directors of Comjoyful and KJF Group.
- (b) The business address of Comjoyful is P.O. Box 957, Offshore Incorporations Center, Road Town, Tortola, British Virgin Islands. The business address of KJF Group is P.O. Box 957, Offshore Incorporations Center, Road Town, Tortola, British Virgin Islands. The business address of each of Yazhong Liao, Zhangmei Zhang, Huiwen Qu, Xiuxia Ji, and Yimin Gu is 25th floor, Baotong Tower, No. 567 Jianzhu West Road, Binhu District, Wu Xi, Jiangsu province, 214072, the People's Republic of China.

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- (c) Comjoyful is a holding company. KJF Group is a holding company. Yazhong Liao is president of Wuxi Kangjiafu Royal Regimen Investment Management Co., Ltd, a company located in the People's Republic of China, which is engaged in the business of investment management for health clubs specialized in Chinese traditional body massage, foot massage, spa, acupuncture, etc. Zhangmei Zhang and Huiwen Qu are directors of Wuxi Kangjiafu Royal Regimen Investment Management Co., Ltd. Xiuxia Ji, and Yimin Gu are vice general managers of Wuxi Kangjiafu Royal Regimen Investment Management Co., Ltd.
- (d) During the past five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the past five years, none of the Reporting Persons has been 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 or finding any violation with respect to such laws.

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

On December 12, 2012, Comjoyful entered into a Stock Purchase Agreement (the "Agreement") with the Issuer and Andrea Lucanto (the "Seller"), pursuant to which the Seller sold to the Comjoyful 1,784,497 shares of Common Stock, representing approximately 85.76% of the total issued and outstanding shares of Common Stock, for a total consideration of \$300,000. The source of the funds was personal funds provided by Mr. Liao and other shareholders of KJF Group.

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ITEM 4. PURPOSE OF TRANSACTION.

The purpose of the transaction was for Comjoyful to become a majority shareholder by acquiring 85.8% of total issued and outstanding shares of Common Stock. Although currently there are no written agreements, plans or proposals, in the future the Reporting Persons may enter into a corporate transaction that would result in a material change in the Issuer's business operations. Other than as contemplated in the Stock Purchase Agreement, there are currently no plans or proposals which would result in 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.

Other than disclosed above, the Reporting Persons do not have any plans or proposals which relate 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 of 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)

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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 other 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 Act; or (j) any similar action to those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

- (a) Comjoyful beneficially owns an aggregate of 1,784,497 shares of Common Stock (the "Shares"), representing approximately 85.76% of the total issued and outstanding shares of Common Stock (based on 2,080,873 shares of Common Stock issued and outstanding as of November 26, 2012, as reported on Issuer's Quarterly Report on Form 10-Q for the period ended October 31, 2012). Yazhong Liao, Zhangmei Zhang, Huiwen Qu, Xiuxia Ji, and Yimin Gu (the "Directors"), all members of the board of directors of Comjoyful, may also be deemed to have beneficial ownership over the Shares.
- (b) Comjoyful has sole voting and dispositive power over the Shares. The Directors may also be deemed to share the power to direct the vote and disposition of the shares.
- (c) Other than the acquisition of the Shares as reported on this Schedule 13D, none of the Reporting Persons has effected any transactions in the Common Stock during the past 60 days.
- (d) To the knowledge of the Reporting Persons, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares.
- (e) Not applicable.

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

Except as disclosed herein, there is no contract, arrangement, understanding or relationship (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

- 1. Joint Filing Agreement, dated as of December 21, 2012 among the Reporting Persons, pursuant to Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 27, 2012

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COMJOYFUL INTERNATIONAL LIMITED

By: /s/ Yazhong Liao

Name: Yazhong Liao
Title: Director and Officer

/s/ Yazhong Liao

Yazhong Liao

/s/ Zhangmei Zhang

Zhangmei Zhang

/s/ Huiwen Qu

Huiwen Qu

/s/ Xiuxia Ji

Xiuxia Ji

/s/ Yimin Gu

Yimin Gu

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JOINT FILING AGREEMENT

In accordance with Rule 13d-k(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the common stock of Camelot Corp. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement on December 27, 2012.

COMJOYFUL INTERNATIONAL LIMITED

By: /s/ Yazhong Liao

Name: Yazhong Liao
Title: Director and Officer

/s/ Yazhong Liao

Yazhong Liao

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/s/ Zhangmei Zhang

Zhangmei Zhang

/s/ Huiwen Qu

Huiwen Qu

/s/ Xiuxia Ji

Xiuxia Ji

/s/ Yimin Gu

Yimin Gu