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ZONE 4 PLAY INC
Form 8-K
August 18, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): AUGUST 17, 2004

ZONE4PLAY, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Nevada | 333-91356 | 98-0374121 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

103 Foulk Road, Suite 202, Wilmington, Delaware 19803

(Address of principal executive offices and Zip Code)

4526 Neville Street, Burnaby, B.C. V5J 2G8

(Former address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (302) 691-6177

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

On August 17, 2004, the Registrant issued a press release announcing that it had closed a \$1 million private placement of common stock and warrants. The private placement consisted of Units offered at a price of \$1.00 per Unit, with each Unit comprised of one share of the Registrant's common stock and two common stock purchase warrants. One warrant is exercisable for 24 months at a price of \$2.00 per share and one warrant is exercisable for 36 months at a price of \$2.50 per share.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Not applicable.

(b) Not Applicable.

(c) Exhibits:

| Exhibit Number | Description |
|----------------|---|
| ----- | ----- |
| 99.1 | Press Release of Zone4Play, Inc. dated August 17, 2004. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZONE4PLAY, INC.

/s/ Uri Levy

Uri Levy
Chief Financial Officer

Date: August 18, 2004