

China Direct Investments, Inc.
Form 4
June 21, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CD INTERNATIONAL
ENTERPRISES, INC.

(Last) (First) (Middle)

431 FAIRWAY DRIVE, SUITE 200

(Street)

DEERFIELD BEACH, FL 33441

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ziyang Ceramics Corp [ZYCI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/06/2012		S		2,367,245	D \$ 0.008	65,522,147	I	See footnote (1)
Common Stock	01/27/2012		C ⁽²⁾		698,223 ^{(2) (6)}	A ⁽²⁾ ₍₆₎	862,028 ⁽²⁾ ₍₆₎	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
3% Convertible Note	\$ 7.2 ⁽²⁾	06/30/2011		J ⁽²⁾		1,538,223 ⁽²⁾		⁽⁴⁾	⁽⁴⁾	Common Stock	1,538,223
3% Convertible Note	\$ 7.2 ⁽²⁾	01/27/2012		C ⁽²⁾		1,538,223 ⁽²⁾ ⁽⁶⁾		01/27/2012	01/27/2012	Common Stock	1,538,223

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CD INTERNATIONAL ENTERPRISES, INC. 431 FAIRWAY DRIVE SUITE 200 DEERFIELD BEACH, FL 33441		X		
China Direct Investments, Inc. 431 FAIRWAY DRIVE, SUITE 200 DEERFIELD BEACH, FL 33441		X		
Capital One Resource Co., Ltd. ROOM 804, SINO CENTRE, 582-592 NATHAN RD HONG KONG, K3 852		X		
CDI Shanghai Management Co.,Ltd. 59 MAOMING RD. (S) W6351, JINJIANG JUNLING MANSION SHANGHAI, F4 200020		X		

Signatures

Lazarus Rothstein (See signatures of other Reporting Persons on the attached Exhibit 99.1)

06/21/2012

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Shares are owned directly by subsidiaries of CD International Enterprises, Inc. as follows: China Direct Investments, Inc. 61,522,147 shares and CDI Shanghai Management Co. 4,000,000 shares. CD International Enterprises, Inc. is an indirect beneficial owner of the reported securities.

- (2) Reporting Person received a 3% Convertible Note in the principal amount of \$11,075,206 (the "Convertible Note") as compensation under a June 13, 2011 consulting agreement with the Issuer that was payable upon completion of the Issuer's acquisition of China Ziyang Technology Co., Ltd. Of the 1,538,223 Issuer's shares issuable under the Convertible Note, after giving effect to the 400 for 1 reverse stock split completed on January 27, 2012, 840,000 shares are beneficially owned by a subcontractor to the Reporting Person who is an unrelated third party that provided services to the Reporting Person in connection with the acquisition of China Ziyang Technology. The Reporting Person disclaims beneficial ownership of the 840,000 shares beneficially owned by this contractor and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of these shares for purposes of Section 16 or any other purpose.

- (3) Shares are owned directly by subsidiaries of CD International Enterprises, Inc. as follows: China Direct Investments, Inc. 552,917 shares, CDI Shanghai Management Co. 10,000 shares and Capital One Resource Co, Ltd. 299,111 shares. CD International Enterprises, Inc. is an indirect beneficial owner of the reported securities. These share amounts give effect to the 400 for 1 reverse stock split completed on January 27, 2012.
- (4) Automatically convertible into shares of the Issuer's common stock upon the Issuer's completion of the 400 for 1 reverse stock split on January 27, 2012.

- (5) The Convertible Note is owned by Capital One Resources, Ltd. (33.3% interest) and China Direct Investments, Inc. (66.7% interest) which are subsidiaries of CD International Enterprises, Inc. CD International Enterprises, Inc. is an indirect beneficial owner of the reported securities.

- (6) All share amounts as of January 27, 2012 and later give effect to the 400 for 1 reverse stock split completed on January 27, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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