

Edgar Filing: TAG IT PACIFIC INC - Form SC 13G/A

TAG IT PACIFIC INC  
Form SC 13G/A  
February 10, 2006

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

SCHEDULE 13G/A  
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(B)  
(AMENDMENT NO. 5) (1)

TAG-IT PACIFIC, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

-----  
(Title Class of Securities)

873774 10 3

-----  
(CUSIP Number)

DECEMBER 31, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
(1) 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 the disclosures provided in a prior coverage page.

The information required in 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).

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 CUSIP No. 873774 10 3

13G

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 1 NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

MARK DYNE

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
 3 SEC USE ONLY

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

REPUBLIC OF SOUTH AFRICA

-----  
 NUMBER OF 5. SOLE VOTING POWER

SHARES 1,252,112 (1)

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

-----  
 EACH 7. SOLE DISPOSITIVE POWER

REPORTING 1,252,112 (1)

-----  
 PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,252,112 (1)

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.7% (2)

-----  
 12 TYPE OF REPORTING PERSON\*

IN

-----  
 (1) Includes 293,000 shares of common stock reserved for issuance upon exercise of stock options which currently are exercisable, 83,334 shares of common stock reserved for issuance upon exercise of warrants which are currently are exercisable and 111,111 shares of common stock reserved for issuance upon conversion of debt which is currently convertible. Includes 105,600 shares held by a Limited Liability Company of which the Reporting Person is the Manager and a Member.

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(2) Based on a total of 18,241,045 shares of the Issuer's common stock issued and outstanding on November 21, 2005, as reported on the Issuer's Quarterly Report on Form 10-Q filed on November 21, 2005.

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ITEM 1(a). NAME OF ISSUER:  
Tag-It Pacific, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
21900 Burbank Blvd., Suite 270  
Woodland Hills, California 91367

ITEM 2(a). NAME OF PERSON FILING:  
Mark Dyne

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
c/o Europlay Capital Advisors, LLC  
15821 Ventura Blvd., Suite 525  
Encino, CA 91436

ITEM 2(c). CITIZENSHIP:  
Republic of South Africa

ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Common Stock, par value \$0.001 per share

ITEM 2(e). CUSIP NUMBER:  
873774 10 3

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:  
Not Applicable

(a)  Broker or Dealer registered under Section 15 of the Exchange Act.

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act.

(c)  Insurance Company as defined in Section 3(a)(19) of the Exchange Act.

(d)  Investment Company registered under Section 8 of the Investment Company Act.

(e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f)  An employee benefit plan or endowment fund in

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accordance with 13d-(b)(1)(ii)(F).

- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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If this statement is filed pursuant to Rule 13d-1(c), check this box.

ITEM 4. OWNERSHIP.

Included in rows 5 through 9 and 11 on page 2.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATIONS.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

FEBRUARY 10, 2006

-----  
(Date)

/S/ MARK DYNE

-----  
(Signature)

MARK DYNE

-----  
(Name/Title)

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