

ALKAME HOLDINGS, INC.
Form SC 13G
April 05, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Alkame Holdings, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

01643J109
(CUSIP Number)

February 7, 2017
(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)

* 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).

CUSIP No. 01643J109

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

PROLIFIC GROUP, LLC
27-2016388

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
(a) .
(b) X .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

WISCONSIN

5. SOLE VOTING POWER
135,000,000*

6. SHARED VOTING POWER
0

- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
7. SOLE DISPOSITIVE POWER
135,000,000*

8. SHARED DISPOSITIVE POWER
0

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*Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
135,000,000*

*Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security.

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) .

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.96% (based on the total of 1,355,451,804 outstanding shares of Common Stock)

12. TYPE OF REPORTING PERSON (see instructions)
OO
-

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Item 1.

- (a) Name of Issuer
Alkame Holdings, Inc.
- (b) Address of Issuer's Principal Executive Offices
3651 Lindell Road, Suite D #365, Las Vegas, NV 89103

Item 2.

- (a) Name of Person Filing
Prolific Group, LLC
- (b) Address of the Principal Office or, if none, residence
228 Park Avenue South, #99300, New York, NY 10003
- (c) Citizenship
Wisconsin, LLC
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
01643J109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) . Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) . Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) . Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) . Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) . An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) . An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) . A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) . A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) . A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) . Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 135,000,000*
- (b) Percent of class: 9.96%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 135,000,000*
 - (ii) Shared power to vote or to direct the vote
 - (iii) Sole power to dispose or to direct the disposition of 135,000,000*
 - (iv) Shared power to dispose or to direct the disposition of

*Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ..

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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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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.

4/5/17

Date

/s/ Mark Zegal

Signature

Member

Name/Title