

ONLINE DISRUPTIVE TECHNOLOGIES, INC.
Form SC 13D
December 03, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

ONLINE DISRUPTIVE TECHNOLOGIES, INC.
(Name of Issuer)

Common Stock, \$0.001 Par Value
(Title of Class of Securities)

68275L 108
(CUSIP Number)

copy to:

Clark Wilson LLP
800 - 885 West Georgia Street
Vancouver, British Columbia, Canada V6C 3H1
Tel: 604.687.5700 Fax: 604.687.6314

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

November 16, 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 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 240.13d-7(b) 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).

SCHEDULE 13D

CUSIP No. 68275L 108

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Robbie Manis
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (See Instructions)
OO
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Canadian
- | | | |
|--------------|----|------------------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | | 5,473,334 shares of common stock 1 |
| SHARES | 8 | SHARED VOTING POWER |
| | | Nil |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| | | 5,473,334 shares of common stock 1 |
| OWNED BY | 10 | SHARED DISPOSITIVE POWER |
| | | Nil |
| EACH | | |
- REPORTING
PERSON
WITH
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,473,334 shares of common stock 1
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.71%² based on 80,536,433 issued and outstanding as of November 28, 2012.
- 14 TYPE OF REPORTING PERSON (See Instructions)
IN

1 Includes 4,473,334 shares of common stock and 1,000,000 stock options exercisable within 60 days,

2 Shares of common stock subject to Mr. Manis' options currently exercisable, or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage ownership by Mr. Manis.

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Item 1. Security and Issuer

This Statement relates to shares of common stock with \$0.001 par value of Online Disruptive Technologies, Inc. (the "Issuer"). The principal executive offices of the Issuer are located at 3120 S. Durango Drive, Suite 305, Las Vegas, NV 89117.

Item 2. Identity and Background

- (a) Name: Robbie Manis
- (b) Residence or business address: 346 Lazard Avenue, Mount Royal, Quebec.
- (c) During the last five years, Mr. Manis has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanours).
- (d) During the last five years, Mr. Manis was not 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.
- (e) Mr. Manis is a resident of Canada.

Item 3. Source and Amount of Funds or Other Considerations

On September 1, 2012, the Issuer entered into a stock option agreement with Robbie Manis, pursuant to which the Issuer granted Mr. Manis stock options to purchase 1,000,000 shares of the Issuer's common stock at a price of \$0.01 per share pursuant to the Issuer's stock option plan. Mr. Manis has not exercised any of these options.

On or about November 16, 2012, the Issuer entered into a debt settlement agreement with 1367826 Ontario Limited whereby 1367826 Ontario Limited agreed to convert certain debt into common shares of the Issuer in the aggregate amount of 1,890,000 shares of common stock at a conversion price of \$0.01 per share issued to the sole shareholder of 1367826 Ontario Limited, Robbie Manis.

Item 4. Purpose of Transaction

Mr. Manis acquired the securities of the Issuer for investment purposes, but may transfer or sell such securities as necessary and in accordance with applicable securities laws.

As of the date hereof, except as described above, Mr. Manis does not have any plans or proposals which relate to or would result in:

- The acquisition by any person of additional securities of the issuer, or the disposition of securities of the Issuer;
- An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;

- 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;
- Any material change in the present capitalization or dividend policy of the Issuer;
- Any other material change in the issuer's business or corporate structure, including but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by Section 13 of the Investment Company Act of 1940;
- 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 person;
- 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;
- A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

- (a) The aggregate number and percentage of common stock of the Issuer beneficially owned by Mr. Manis is 5,473,334 shares, or 6.71% of the Issuer, based on 80,536,433 shares of common stock outstanding as of the date of this statement.
- (b) Mr. Manis has the sole power to vote or direct the vote, and to dispose or direct the disposition, of 5,473,334 shares of common stock of the Issuer.
- (c) Other than as described in Item 3 above, Mr. Manis has not effected any transaction in the shares of common stock of the Issuer in the past sixty days.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Except as set forth above or set forth in the exhibits, there are no contracts, arrangements, understandings or relationships between reporting persons and any other person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

10.1 Form of Stock Option Agreement (incorporated by reference to an exhibit to a current report on Form 8-K filed September 11, 2012).

10.2

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Form of Canadian Debt Conversion Agreement (incorporated by reference to an exhibit to a current report on Form 8-K filed November 19, 2012).

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.

Dated: November 30, 2012

/s/ Robbie
Manis
Signature
Robbie Manis

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of this filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).