

Propell Technologies Group, Inc.
Form 4
July 07, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ervington Investments Ltd

2. Issuer Name and Ticker or Trading Symbol
Propell Technologies Group, Inc.
[PROP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

CHRYSANTHOU MYLONA 3,

(Street)

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

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

LIMASSOL, G4 3030

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/06/2015		P		56,677,477	A	<u>(1)</u> <u>(2)</u> 64,302,467
						I	See footnote <u>(1)</u>

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(3)	07/06/2015		P	2,974,576	(3)	(3)	Common Stock	79,322,000 (3)
Series A-1 Preferred Stock	(4)	07/06/2015		P	700,000	(4)	(4)	Common Stock	7,000,000 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ervington Investments Ltd CHRYSANTHOU MYLONA 3 LIMASSOL, G4 3030		X		
Harmony Trust Settlement CHRYSANTHOU MYLONA 3 LIMASSOL, G4 3030		X		
Greenleas International Holdings Ltd WICKHAMS CAY II, COASTAL BUILDING ROAD TOWN TORTOLA, D8 0000		X		

Signatures

Ervington Investments Limited, /s/ Maria Damianou, Director	07/07/2015
_____ **Signature of Reporting Person	Date
Harmony Trust Settlement By: A. Corp - Trustee Limited, Trustee, /s/ Dimitris Ioannidis, Director	07/07/2015
_____ **Signature of Reporting Person	Date
Greenleas International Holdings Ltd. By: Thackeray Investments Limited, /s/ Chrystalla Komodromou Stylla, Director	07/07/2015
_____ **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).

The securities included in this report are directly owned by Ervington Investments Ltd ("Ervington"), which is wholly owned by Greenleas International Holdings Ltd ("Greenleas"), which is wholly owned by Harmony Trust Settlement ("Harmony Trust"). Each of Ervington, Greenleas and Harmony Trust, through the ownership described herein, may be deemed to beneficially own the shares held by

(1) Ervington. Each of Greenleas and Harmony Trust disclaims beneficial ownership of the reported securities except to the extent of the pecuniary interest, if any, therein and this report shall not be deemed an admission that either Greenleas or Harmony Trust is the beneficial owner of these securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) The shares of common stock (the "Common Stock") of Propell Technologies Group, Inc., the shares of Series C Preferred Stock and shares of Series A-1 Preferred Stock reported in this report were acquired in a private placement transaction for aggregate proceeds of \$9,750,000.

(3) The Series C Preferred Stock has no expiration date and each share of Series C Preferred Stock is convertible at any time at the option of the holder into approximately 26.67 shares of Common Stock. As a result, the 4,500,000 shares of Series C Preferred Stock reported herein are convertible into an aggregate of 120,000,000 shares of Common Stock.

(4) The Series A-1 Preferred Stock has no expiration date and each share of Series A-1 Preferred Stock is convertible at any time at the option of the holder into ten (10) shares of Common Stock. As a result, the 3,137,500 shares of Series A-1 Preferred Stock reported herein are convertible into an aggregate of 31,375,000 shares of Common Stock.

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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