

Edgar Filing: K2 DIGITAL INC - Form SC 13D/A

K2 DIGITAL INC
Form SC 13D/A
May 15, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

K2 DIGITAL, INC.
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

482733 10 2
(CUSIP Number)

Thomas G. Amon
Law Offices of Thomas G. Amon
500 Fifth Avenue
New York, N.Y. 10110
(212) 810-2430
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 27, 2007
(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following
box [].

Note. Schedules filed in paper format shall include signed original
and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for
other parties to whom copies are to be sent.

(Continued on Following Pages)

(Page 1 of 4 pages)

CUSIP NO. 482733 10 2

13D

Page 2 of 5 Pages

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

Gary W. Brown

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3. SEC USE ONLY

Edgar Filing: K2 DIGITAL INC - Form SC 13D/A

4.	SOURCE OF FUNDS*	
	Not Applicable	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	U.S.A.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	1,548,069
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	1,548,069
	10. SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,548,069
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	31%
14.	TYPE OF REPORTING PERSON*	IN

CUSIP NO. 482733 10 2 13D Page 3 of 5 Pages

ITEM 1. SECURITY AND ISSUER.

This Statement on Schedule 13D relates to shares of common stock, par value \$0.01 per share (the "Common Stock"), of K2 Digital, Inc., a Delaware corporation (the "Company"), whose principal executive offices are located at 500 Fifth Avenue Suite 1650 New York, N.Y. 10110

ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c) Mr. Gary W. Brown is the Chief Operating Officer, Secretary and a Director of K2 Digital, Inc. located at 3500 Fifth Avenue Suite 1650 New York, N.Y. 10110

(d)-(f) During the last five years, Mr. Brown has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such individual 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. Mr. Brown is a United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not Applicable

ITEM 4. PURPOSE OF THE TRANSACTION.

Edgar Filing: K2 DIGITAL INC - Form SC 13D/A

On April 27, 2007, Mr. Brown was granted an option to purchase 200,000 shares of Common Stock of the Company at an exercise price of \$.085 per share. Mr. Brown acquired the options for personal investment purposes. Mr. Brown currently has no plans to acquire additional equity securities of the Company, except pursuant to the exercise of stock options granted to him as an officer and director of the Company. Other than in connection with the pending merger with New Century Structures Inc. (as reported in Form 8-K filed on April 27, 2007) Mr. Brown has no plans or proposals which relate to or would result in any of the following:

- (a) The acquisition of additional securities of the Company, or the disposition of securities of the Company;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company;
- (c) A sale or transfer of a material amount of assets of the Company;
- (d) Any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Company;
- (f) Any other material change in the Company's business or corporate structure;
- (g) Changes in the Company's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person;

CUSIP NO. 482733 10 2

13D

Page 4 of 5 Pages

- (h) Causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) After giving effect to the transaction described herein, Mr. Brown is the beneficial owner of 1,548,069 shares of Common Stock of the Company, representing approximately 31% of the 4,982,699 shares of Common Stock outstanding as of May 10, 2007, which number of outstanding shares includes 568,000 shares of Common Stock underlying presently exercisable options held by Mr. Brown.

(b) Mr. Brown has the sole power to vote or direct the vote, and the sole power to dispose or direct the disposition of, the 1,548,069 shares of Common Stock owned by him.

(c) - (e) Not applicable.

Edgar Filing: K2 DIGITAL INC - Form SC 13D/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH
RESPECT TO SECURITIES OF THE ISSUER.

Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Not applicable.

CUSIP NO. 482733 10 2

13D

Page 5 of 5 Pages

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.

Date: May 10, 2007

/s/ Gary W. Brown

Gary W. Brown