

ML Capital Group, Inc.
Form SC 13G
November 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

ML Capital Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

55314D106
(CUSIP Number)

September 25, 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. 01643J 109 13G

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

1. JDF CAPITAL INC.
27-0327541

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

2.
 - (a)
 - (b)

3. SEC USE ONLY
CITIZENSHIP OR PLACE OR ORGANIZATION

4. NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

- | | |
|----|--------------------------------|
| 5. | SOLE VOTING
POWER |
| | 573,588,561* |
| 6. | SHARED
VOTING POWER |
| | -0- |
| 7. | SOLE
DISPOSITIVE
POWER |
| | 573,588,561* |
| 8. | SHARED
DISPOSITIVE
POWER |

* Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security, shares actually owned by the reporting person (287,081,361).

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

130,000,000*

9.

* Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security, shares actually owned by the reporting person (287,081,361).

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10. (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.99% (based on the total of 5,741,627,237 outstanding shares of Common Stock)

TYPE OF REPORTING PERSON (see instructions)

12.

CO

1

CUSIP No. 01643J 109 13G

Item 1.

Name of Issuer

- (a)
ML Capital Group, Inc.

Address of Issuer's Principal Executive Offices

- (b) 10142 North Palisades Blvd. Fountain Hills, AZ 85268

Item 2.

Name of Person Filing

- (a)
JDF Capital Inc.

Address of the Principal Office or, if none, residence

- (b)
62 E. Main Street, Freehold, NJ 07728

Citizenship

- (c)
New York Domestic Business Corporation

Title of Class of Securities

- (d)
Common Stock

CUSIP Number

- (e)
01643J 109

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).

Edgar Filing: ML Capital Group, Inc. - Form SC 13G

- (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).

CUSIP No. 01643J 109 13G

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: 573,588,561*

(b) Percent of class: 9.99%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 573,588,561*

(ii) Shared power to vote or to direct the vote -0-

(iii) Sole power to dispose or to direct the disposition of 573,588,561*

Shared power to dispose or to direct the disposition of -0-

(iv)

* Consists of Common Stock that the reporting person has the right to acquire by way of conversion of a security, shares actually owned by the reporting person (287,081,361).

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.

CUSIP No. 01643J 109 13G

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.

JDF CAPITAL INC.

10-24-2017

DATE

/s/ John D. Fierro

SIGNATURE

John D. Fierro/CEO

NAME/TITLE