

PICKUP RICHARD H/  
Form SC 13D/A  
September 15, 2003

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

AMENDMENT 15

UNDER THE SECURITIES EXCHANGE ACT OF 1934

RADICA GAMES LIMITED

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

G73-42H107

-----  
(CUSIP Number)

RICHARD H. PICKUP, 2321 ALCOVA RIDGE DR., LAS VEGAS, NEVADA 89134  
(702) 240-5100

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

August 11, 2003

-----  
(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 Sections 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 Section 24.13d-7 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.

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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).

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CUSIP No. G 73 4210 7  
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Page 2 of 3 Pages  
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- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Richard H. Pickup, an individual - SS - (571-34-7386)  
Dito Devcar Corporation, a Nevada Corporation - I.D. No. 88-0294385  
Dito Devcar, LP, a Nevada limited partnership - I.D. No. 88-0294387  
Dito Caree, LP, a Nevada limited partnership LP, - I.D. No. 88-0302506  
TD Investments, LLC, a Nevada limited liability company -  
I.D. No. 86-0370064  
Pickup Family Trust - I.D. No. 33-6123575  
TMP Charitable Unitrust - I.D. No. 88-6055770  
DRP Charitable Unitrust - I.D. No. 88-6055771  
Pickup Charitable Unitrust II - I.D. No. 33-0563297  
Dito Devcar Foundation - No. 68-0314645  
Plus Four Equity Partners LP - I.D. No. 88-0499778

- 2 Check the Appropriate Box if a Member of a Group\*  
a  [X]  
b  [ ]

3 SEC Use Only

4 Source of Funds (See Instructions)

PF and WC

- 5 Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) OR 2(e)  [ ]

6 Citizenship or Place of Organization

Richard H. Pickup is an individual residing within and a citizen of the United States. Each of the entities was organized under and pursuant to the laws of the State of Nevada.

7 Sole Voting Power  
8,590,420

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 Shared Voting Power  
NONE

9 Sole Dispositive Power  
8,590,420

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10 Shared Dispositive Power

NONE

-----  
11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,590,420

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12 Check Box if Aggregate Amount in Row (11) Excludes Certain  
Shares 8 (See Instructions)

[ ]

-----  
13 Percent of Class Represented by Amount in Row (11)

47.73%

-----  
14 TYPE OF REPORTING PERSON (See Instructions)

Richard H. Pickup, an individual - IN  
Dito Devcar Corporation, a Nevada Corporation - CO  
Dito Devcar, LP, a Nevada limited partnership - CO  
Dito Caree, LP, a Nevada limited partnership, LP, - CO  
TD Investments, LLC, a Nevada limited liability company - CO  
Pickup Family Trust - CO  
TMP Charitable Unitrust - CO  
DRP Charitable Unitrust - CO  
Pickup Charitable Unitrust II - CO  
Dito Devcar Foundation - CO  
Plus Four Equity Partners LP - CO

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 and correct.

August 11, 2003

DITO DEVCAR CORPORATION  
A Nevada corporation

By: /s/ RICHARD H. PICKUP

-----  
Richard H. Pickup  
President

DITO DEVCAR, L.P.  
A Nevada limited partnership

By: Gamebusters, Inc.,  
a Nevada corporation  
Its General Partner

By: /s/ DAVID B. HEHN

-----  
David B. Hehn  
President

DITO CAREE, L.P.  
A Nevada limited partnership

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By: Gamebusters, Inc.,  
a Nevada corporation  
Its General Partner

By: /s/ DAVID B. HEHN

-----  
David B. Hehn  
President

THE PICKUP FAMILY TRUST UNDER  
DECLARATION OF TRUST,  
Dated January 5, 1989

By: /s/ RICHARD H. PICKUP

-----  
Richard H. Pickup  
Trustee

DRP CHARITABLE UNITRUST UNDER  
DECLARATION OF TRUST,  
Dated January 29, 1993

By: /s/ DENNIS HARWOOD

-----  
Dennis Harwood  
Trustee

TMP CHARITABLE UNITRUST UNDER  
DECLARATION OF TRUST,  
Dated January 29, 1993

By: /s/ DENNIS HARWOOD

-----  
Dennis Harwood  
Trustee

PICKUP CHARITABLE UNITRUST II

By: /s/ RICHARD H. PICKUP

-----  
Richard H. Pickup  
Trustee

TD INVESTMENTS, LLC,  
A Nevada limited liability company

By: /s/ DAVID B. HEHN

-----  
David B. Hehn  
President

TB FUND, LLC

By: /s/ RICHARD H. PICKUP

-----  
Richard H. Pickup

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Its: President

DITO DEVCAR FOUNDATION, INC.

By: /s/ RICHARD H. PICKUP

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Richard H. Pickup

Its: President

PLUS FOUR EQUITY PARTNERS LIMITED  
PARTNERSHIP.

A Nevada limited partnership

By: Plus Four Management, LLC,  
A Nevada limited liability company

Its: Sole Partner

By: /s/ Todd M. Pickup

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Todd M. Pickup, Manager

By: /s/ Joseph W. Moody

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Joseph W. Moody, Manager

RICHARD H. PICKUP

/s/ Richard H. Pickup

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An Individual