

iTalk Inc.
Form SC 13G
August 29, 2013

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. _____)***

Italk Inc.

(Name of Issuer)

144a shares

(Title of Class of Securities)

465353100

(CUSIP Number)

Ralph Cioffi, Jr.
1085 Nelsons Walk
Naples, FL 34102
917-817-1442

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

8/19/13

(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).

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NAMES OF REPORTING PERSONS

1.

Ralph Cioffi Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a) ..

(b) ..

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

US

SOLE VOTING
POWER

5.

3650000
SHARED
VOTING POWER

6.

4650000
SOLE
DISPOSITIVE
POWER

7.

3650000
SHARED
DISPOSITIVE
POWER

8.

1000000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3650000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(see instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

7.935%

TYPE OF REPORTING PERSON (see instructions)

12.

Individual Investor

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Item 1.

- (a) Name of Issuer
Italk Inc.
- (b) Address of Issuer's Principal Executive Offices
Ft. Lauderdale, Fl.

Item 2.

- (a) Name of Person Filing
Ralph Cioffi Jr.
- (b) Address of the Principal Office or, if none, residence
1085 Nelsons Walk Naples Fl. 34102
- (c) Citizenship
USA
- (d) Title of Class of Securities
Common
- (e) CUSIP Number
465353100

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).
- (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) "

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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).

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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: 3650000
- (b) Percent of class: 7.935%
- (c) Number of shares as to which the person has: 3,650,000
 - (i) Sole power to vote or to direct the vote 3,650,000.
 - (ii) Shared power to vote or to direct the vote 1,000,000
 - (iii) Sole power to dispose or to direct the disposition of 3,650,000
 - (iv) Shared power to dispose or to direct the disposition of 1,000,000

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.

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Item 10. Certification.

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.

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.

8/26/13

Date

/s/ Ralph R. Cioffi, Jr.

Signature

Ralph R. Cioffi, Jr.

Name/Title