

Globalgroup Investment Holdings, Inc.
(a Nevada corporation)

6860 N. Dallas Parkway Suite 200
Plano, Texas 75024

www.globalgroupinvestmentholdings.com

Phone: 972-905-2195
E-mail: info@globalgroupinvestmentholdings.com

ANNUAL REPORT

Company Information and Updated Disclosure Statement for Year End December 31, 2012

**REQUIRED TO CONFORM WITH THE PROVISIONS OF
THE PINK SHEETS ISSUERS DISCLOSURE STATEMENT**

March 15, 2013 (REVISED)

Globalgroup Investment Holdings, Inc.

The following information is provided to assist securities brokerage firms and potential investors with “due diligence” compliance. The information set forth below as to the above named corporation follows the requirements of the Pink Sheets Issuers Disclosure Statement and generally follows the format set forth therein.

PART A GENERAL COMPANY INFORMATION

ITEM 1 THE EXACT NAME OF THE ISSUER AND ITS PREDECESSOR (IF ANY):

The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”). We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida and changed our name to Globalgroup Investment Holdings, Inc. on October 18, 2000.

ITEM 2 THE ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICE:

6860 N. Dallas Parkway Suite 200
Plano, Texas 75024
www.globalgroupinvestmentholdings.com
Phone: 972-905-2195
E-mail: info@globalgroupinvesmentholdings.com

ITEM 3 THE STATE OF INCORPORATION:

The Company is incorporated under the laws of the State of Nevada.

PART B SHARE STRUCTURE

ITEM 4 THE EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING:

Common Stock
CUSIP No.: 37941D 10 5
Trading Symbol: GIHI

Preferred – none outstanding

Only the Company's shares of Common Stock are quoted on the Pink Sheets (GIHI). The shares of Preferred Stock are not currently quoted.

ITEM 5 THE PAR OR STATED VALUE AND DESCRIPTION OF EACH CLASS OF OUTSTANDING SECURITIES:

Common Stock:

The par value of the Company's Common Stock is \$0.001 per share with 1,000,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Subject to preferences that may be applicable to any outstanding preferred stock, stockholders are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors. Stockholders have no preemptive, conversion or other subscription rights. There are no redemption or sinking fund provisions related to the common stock. In the event of liquidation, dissolution or winding up of Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

Preferred Stock:

The par value of the Company's Preferred stock is \$0.001 with 20,000,000 shares authorized. The powers, preferences and rights of the Preferred stock and any qualifications, limitations or restrictions will be determined by the board upon issuance.

There are extraordinary provisions in the Company's Articles or Bylaws that would delay, defer or prevent a change in control of the Company. The authorized but unissued shares of our common and preferred stock are available for future issuance without our stockholders' approval. These additional shares may be utilized for a variety of corporate purposes including, but not limited to, future public or direct offerings to raise additional capital, corporate acquisitions and employee incentive plans. The issuance of such shares may also be used to deter a potential takeover of Company that may otherwise be beneficial to stockholders by diluting the shares held by a potential suitor or issuing shares to a stockholder that will vote in accordance with Company's board of directors' desires. A takeover may be beneficial to stockholders because, among other reasons, a potential suitor may offer stockholders a premium for their shares of stock compared to the then-existing market price.

ITEM 6 THE NUMBER OF SHARES AUTHORIZED AND TOTAL AMOUNT OF THE SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES AUTHORIZED (I) AS OF THE END OF THE COMPANY'S MOST RECENT FISCAL QUARTER AND (II) AS OF THE END OF THE ISSUER'S LAST TWO FISCAL YEARS:

As of our most recent fiscal quarter ended December 31, 2012 we had 1,000,000,000 Common Shares authorized, 794,193,690 Common Shares issued and outstanding and 20,000,000 Preferred Shares authorized, with none outstanding. As of December 31, 2011 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized. As of December 31, 2010 we had 50,000,000 Common Shares authorized, 27,597,500 Common Shares issued and zero (0) Preferred Shares authorized.

ITEM 7 THE NAME AND ADDRESS OF THE TRANSFER AGENT:

Action Stock Transfer Corp.
2469 E. Fort Union Blvd, Suite 214
Salt Lake City, UT 84121
Attn: Justeene Blankenship
Ph: 801-274-1088
Fax: 801-274-1099

Action Stock Transfer Corp is registered under the Securities Exchange Act of 1934 and regulated by the SEC.

PART C
BUSINESS INFORMATION

ITEM 8 THE NATURE OF THE ISSUER'S BUSINESS:

A. BUSINESS DEVELOPMENT

Since inception GlobalGroup has operated as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC.

PcPAYTECH

PcPayTech LLC (PPT) is a proprietary technology solutions provider that has developed Global**LOK™**, a unique software solution that addresses the payment collection challenges associated with rent to own, pay as you go and no-credit-check computer programs. The technology has been expanded for applications such as corporate networks where millions of employees and contract personnel are remotely deployed with desktops or laptops that need to be monitored or controlled.

Brief Operational Overview

Global**LOK™** is an executable file solution that enables real-time deactivation and re-activation of any PC with Windows XP, Vista or Win7 OS.

Rent-to-Own, Layaway and other Pay-As-You-Go markets

The Global**LOK™** software can be installed by the manufacturer or the client individually – prior to delivery to the individual consumer. The technology is coded according to the client's preset payment schedule and it remains invisible as long as all consumer payments are made on time. If the consumer fails to pay by the preset interval it will automatically shut the PC down. Upon restart the system will only boot to the "payment code" splash screen containing instructions on "how to make a payment". After which the customer can unlock the system within one hour of completing a cash payment transaction at any MoneyGram location nationwide, including Wal-Mart, and manually entering a code that is provided with their payment receipt. As an alternative the customer can process their payment through their bank account but would have to wait several banking days before the payment would clear and be credited to their account. When the consumer has completed their full payment requirement the security code will "unlock". .

Our prospective clients in this space offer credit challenged individuals the ability to receive a new desktop or laptop with little down payment and make payments over time on the balance owed. The Global**LOK™** program assures that for our client's customer to have continued use of the PC their payments must be made on time. This improves collection ratios and also reduces client staffing resources needed to track down delinquent customers.

Corporate Networks

In corporate network applications Global**LOK**[™] addresses a key factor which has been a barrier for management – fear and mistrust. The technology helps monitor and control performance of telecommuters and other remote employees with whom corporate assets such as laptops are deployed. The software can be coded according to customizable parameters desired by the corporate network administrator.

The US Census Bureau recently completed a survey showing there are over 50 million US employer jobs that are compatible for telecommuting or work-at-home; but less than 3 million are actually in place. Telecommuting has grown by 61% in the last 6 years, and is expected to grow another 69% to almost 5 million telecommuters by 2016.

Global**LOK**[™] addresses a key factor which has been a barrier for corporate management – fear and mistrust of the telecommuter. While there may be several reasons for the mistrust– Global**LOK**[™] helps monitor and control performance of the remote employee with whom corporate assets such as laptops are deployed.

GlobalLOK**[™] - Provider Overview**

The PPT strategy is to offer Global**LOK**[™] to clients already sourcing their PCs for their clients. But in addition, a relationship has been nurtured with a leading retail and online equipment provider to assist in the provisioning of PCs and other electronics merchandise for our clients. Our contractual relationship with this Fortune 1000 company and leading retailer of brand name and private label products provides advantageous wholesale access to personal computers, notebook computers, computer-related accessories and consumer electronics. With this supplier all systems are built and orders are serviced in the US. Our contract provides PCs that can be built to order and eliminates the need for either PPT or our client to maintain inventory.

GlobalLOK**[™] – Market**

The moniker used for our target market is “sub prime” which currently is the largest percentage of the credit hierarchy pie and continues to show no signs of slowing. The purchasing power this market segment possesses is unbelievable and has little or virtually no competition in this space. The market is estimated to exceed 40 million households who are credit challenged or unbanked and are unable to shop online the same way as persons with credit cards. The Hispanic market alone comprises \$1 Trillion in purchasing power with a large percentage of those individuals without credit cards.

“No-Credit-Check” offers – Past Challenges

Historically the problem is not a lack of consumer interest in the offer. In reality the problem has been for marketers to find a financially feasible way to force the sub-prime customer to continue to make payments once a system is shipped. This problem exists with many other firms who have introduced similar programs such as Blue Hippo, in that the company does not have a way to enforce payment after shipment. This holds true with several other companies mentioned below which have entered the sub-prime marketplace with the intention shipping products prior to receiving payment in full. However, the result has been proven time and time again that once the customer receives the unit the persistency of receiving the remaining

installments is very small. This in turn leads to instituting a large scale and expensive payment collection/recovery system. Meanwhile, the consumer continues to enjoy the use of the PC but the company cannot economically recover it because in many cases the PC cannot be located and repossessed.

Market Segments: The optimum level of payment security resides in our proprietary PC systems and Global**LOK**[™] has many applications where windows XP, Vista or Win7 OS are utilized such as:

Rent-to-Own companies such as Rent-A-Center and Aaron Rents; the Global**LOK**[™] code can be installed on computers rented by these companies, and used to also assure payments for other merchandise such as TVs and DVD players when a PC is bundled with them.

Computer Layaway companies such as Tronix Country, EZ-Pay Computers, MyComputer Club, Gallery HomeStore, and many others: The Global**LOK**[™] code can be installed on computers placed on extended payment plans by these companies, and used to also assure payments for other merchandise such as TVs and DVD players when a PC is bundled with them. Research has shown that these companies collectively place approximately 10,000 new PCs per month.

Other Extended Payment companies: Any providers of PCs on extended payment terms can utilize the Global**LOK**[™] to assure payments from their customers. If PCs are bundled with other services then the Global**LOK**[™] becomes attractive payment protection for many other service oriented industries.

Future Applications: Items such as big screen TVs and other media related products offer tremendous opportunity for expansion of Global**LOK**[™] software. We are targeting these products and will introduce a Global**LOK**[™] type of software application for these fast moving product lines during 2012.

SOVEREIGN OIL

Sovereign commenced operations in 2007 as a fuel trading and fuel marketing subsidiary of Voyager Petroleum, Inc. (VYGO). Following the sale of its shares in 2012, Sovereign was acquired by the Company in a reverse acquisition on March 9, 2012.

In its early operations, Sovereign Oil had a lease agreement with North American Refining Co and monthly revenues in excess of \$100,000 a month as it sought to become a petroleum-based lubricant company that refines, blends, bottles, and distributes to the automotive and manufacturing aftermarket with established regional distribution channels and continues that objective today.

1. The exact name of the issuer is Globalgroup Investment Holdings, Inc. (“we,” “us,” “our” or the “Company”).
2. We were incorporated in the State of Nevada as a business combination related company on March 12, 2012 after having been originally incorporated on June 27, 1997 under the name of July Project III Corp in Florida.
3. Name changed to Globalgroup Investment Holdings, Inc. on October 18, 2000.

4. We have never been in bankruptcy, receivership or any similar proceeding.

5. In March 2012, the Company exited from the financial services sector by rescinding its acquisition of One44.com, Inc. and acquired an oil and fuel marketing company, Sovereign Oil, Inc. on March 9, 2012. On April 5, 2012, Globalgroup Investment Holdings, Inc. acquired PcPayTech LLC., a Texas limited liability corporation, that had been operating as a computer software company focused on the payment collection challenges associated with rent to own, pay as you go and no credit check computer programs.

6. None

7. see 5 above.

8. see 5 above.

9. see 5 above.

10. None

11. To the best of our management's knowledge and belief, there are no current, past, pending or threatened legal proceedings or administrative actions either by or against us that could have a material effect on our business, financial condition, or operations.

B. BUSINESS OF ISSUER

Globalgroup Investment Holdings, Inc., operates as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC and began to focus primarily on the PcPayTech business as a computer software company focused on the payment collection challenges associated with rent-to-own, pay-as-you-go and other computer layaway offers for fiscally challenged consumers.

SIC CODES

1. Our SIC codes are: 6141 – Personal Credit Institutions and 5961 – Retail Catalog.

CONDUCTING BUSINESS

2. The Company is currently conducting business operations.

SHELL COMPANY STATUS

3. The Company has never been a shell company.

SUBSIDIARY

4. The Company subsidiaries are included in the financial statements attached to this

disclosure statement. The subsidiaries are: PcPayTech LLC, which owns and operates our business as a computer software company focused on the payment collection challenges associated with rent-to-own and pay-as-you-go computer programs; Sovereign Oil, Inc. which engages in fuel trading and petroleum marketing.

GOVERNMENT REGULATIONS

5. The company is subject to numerous environmental laws and regulations, compliance with which are handled through legal counsel, our existing staff and management.

RESEARCH AND DEVELOPMENT

6. The company has not spent any time in the past two years on research and development activities.

ENVIRONMENTAL MATTERS

7. The company is subject to numerous environmental laws and regulations, compliance with which are handled through legal counsel, our existing staff and management.

EMPLOYEES

8. As of the date hereof we have three (2) employees including our management. We anticipate that if we receive financing we will hire additional employees in the areas of marketing, labor, accounting, regulatory affairs, legal and administrative.

ITEM 9 THE NATURE OF PRODUCTS OR SERVICES OFFERED:

See Item 8, above and the following:

GlobalLOK™ Technology

GlobalLOK™ is an executable file solution that enables real-time deactivation and re-activation of any PC with Windows XP, Vista or Win7 OS.

The GlobalLOK™ software can be installed by the manufacturer or the client individually – prior to delivery to the individual consumer. The technology is coded according to the client’s preset payment schedule and it remains invisible as long as all consumer payments are made on time. If the consumer fails to pay by the preset interval it will automatically shut the PC down. Upon restart the system will only boot to the “payment code” splash screen containing instructions on “how to make a payment”. After which the customer can unlock the system within one hour of completing a cash payment transaction at any MoneyGram location nationwide, including Wal-Mart, and manually entering a code that is provided with their payment receipt. When the consumer has completed their full payment requirement the security code will “unlock”.

GlobalLOK™ – Payment Platform

The GlobalLOK™ platform will be hosted on PCI compliant dedicated PPT servers. The platform is robust in value added features and infinitely scalable for rapid growth ability

including:

- API to post payments to payment code server
- MoneyGram (MG) bill pay suite integration to collect late cash payments
- Automated posting of all MG cash payments to payment code server for late payments
- Ongoing database changes and updates to payment code server
- Optional IVR platform for customers to retrieve payment code after MG cash payments
- Ongoing support and maintenance

Overview

Global**LOK**[™] software prevents access to a computer system if the customer fails to fulfill their financial promise to purchasing the system

Primary Client Benefits

- Allows "pay-as-you-go", rent-to-own marketing companies the comfort to offer computers on a payment plan to fiscally challenged individuals that cannot afford to purchase a computer at full price
- Increases the number of sales by making computer systems available to a new class of people: those who could not normally afford them.

Primary Features

- Global**LOK**[™] software with unique time-sensitive payment code provides secure payment functionality both online and offline.
- Fully automated installation with maximum flexibility facilitating an easy integration in any environment i.e., computer manufacturer's, or rent to own fleet of PCs.
- Seamless, transparent, and efficient implementation that does not interfere with the user's computing experience or the system's performance.
- Tamper detection helps to prevent compromising the security software.
- Designed for the latest version of Windows with hardware independence provides compatibility with most computer systems sold on the market today.

How It Works

Installation

Global**LOK**[™] is an implementation of the time-sensitive payment code logic software. It's installed onto the computer system either during the manufacturer's load process or any other time before being received by the end user. Not only does it support a fully automated installation for manufacturers, but also a manual installation which can be used for individual scenarios. The automated installation provides maximum ease and flexibility for implementation into any automated load or production environment for computer systems.

Customer Payments

For each payment made towards the computer, the proprietary algorithm will generate an 8-10 digit payment code that is valid for a specific time period. When that time period has elapsed, the payment code becomes expired and access to the computer system will be restricted, forcing the customer to make a payment before regaining access to the computer.

Locked Computer

When access to a computer is restricted due to lack of payment, a forced log off will occur that ends the current user's session. Global**LOK**[™] intercepts the logon process requiring a valid payment code before a logon operation can continue, preventing interactive use of the system.

Once a valid payment code is entered manually or downloaded automatically, the logon operation is allowed to complete and the user regains full access to the computer as long as a valid payment code is maintained.

Online Functionality

If the computer system maintains an internet connection and the customer consistently makes their payments on time, the software will acquire their payment code for each payment automatically, providing a fully transparent experience.

Additional details are available to a customer with an internet connection, such as account information, payment history, and a convenient list of payment locations which are geographically closest to them.

Offline Functionality

If the computer system does not maintain an internet connection, the user will receive a payment code for each payment made and can enter it manually into the software. While this scenario is not quite as transparent, it's still just as effective.

The additional customer details are cached onto the local machine so they can still be viewed when offline.

Security

Global**LOK**[™] takes measures to secure itself onto the computer and protect the critical aspects of the system through driver level software. This makes the software as difficult to compromise as possible, and it's concluded that it's impossible for the target user class to accomplish. Additionally, Global**LOK**[™] detects when a user makes attempts to compromise the software and can optionally warn and/or lock the machine permanently in the case of successive attempts.

Global**LOK**[™] security is also active in Safe Mode.

Server

The server is managed and maintained by PcPayTech. It provides automatic and transparent retrieval of the payment code, customer information, and software updates. While the server provides additional functionality and convenience to the customer and the software, Global**LOK**[™] is technically functional without it for peace of mind.

Performance

Global**LOK**[™] is extremely light-weight and efficient software. It has no measureable impact on the performance of even slower computer systems.

Software Requirements Specification

This Software Requirements Specifications provides complete details of all the functions and constraints for Secure Pay

User Classes and Characteristics

This product's implementation will be targeting the typical home computer user who cannot afford to purchase a computer system at full price at one time. It is assumed that the target user class is capable of operating the computer system to its full potential, but contains little technical knowledge about the computer system hardware and software installed.

Operating Environment

Global**LOK**[™] should be designed for Microsoft Windows XP, Vista or Windows 7 desktop operating systems intended for individual home use. It is compatible with common hardware configurations, the new User Account Control security feature in Windows, and peacefully coexists with anti-virus software.

Transparent Existence

Global**LOK**[™] is only visible when a customer is restricted from the operating system. Customers that consistently meet their financial obligations maintaining a valid payment code should never see the software.

Lockout Notification

If a customer's payment code will expire soon, they will be prompted with a notifications reminding them to make a payment.

Global**LOK**[™] displays a 72 hour reminder notification.

Global**LOK**[™] displays a 48 hour reminder notification..

Global**LOK**[™] displays a 24 hour reminder notification.

External Interface Requirements

User Payment Code Interface

Provides an interface for the customer to enter a payment code manually. This will allow the customer to unlock the computer with a valid payment code when no internet connection is available to download the code automatically.

Session Functions Interface

Provides an interface for the customer to perform necessary session or power operations when access is restricted, such as Log Off Windows, Restart Windows, Shutdown Windows

Customer Information Interface

Provides an interface to view the following customer specific information provided by the server: Customer Information, Account Information, Payment History, Payment Locations

Company Logo

The system dedicates a specified area for displaying a client's company logo. This will allow the software to be branded dynamically.

Screen Resolutions and Aspect Ratios

Global**LOK**[™] provides a legible user interface to the customer at all common screen resolutions and aspect ratios.

Other Nonfunctional Requirements

Performance Requirements

Global**LOK**[™] uses minimal system resources while running in the background with no visible performance degradation in any aspect of the system while access is allowed.

SOVEREIGN OIL

Sovereign Oil, Inc. commenced operations in 2007 as a fuel trading and fuel marketing subsidiary of USA Recycling Industries, Inc. (USRI) fka Voyager Petroleum, Inc. Following the sale of its Sovereign shares by USRI in 2012, Sovereign was acquired by the Company in a reverse acquisition on March 9, 2012.

In its early operations, Sovereign Oil had a lease agreement with North American Refining Co and monthly revenues in excess of \$100,000 a month as it sought to become a petroleum-based lubricant company that refines, blends, bottles, and distributes to the automotive and manufacturing aftermarket with established regional distribution channels and continues that objective today.

TRADEMARKS – TRADE NAMES

Global**LOK**[™]

ITEM 10 THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES:

Our headquarters are located at:

6860 N. Dallas Parkway Suite 200
Plano, Texas 75024

<http://www.globalgroupinvestmentholdings.com>

- Phone: Phone: 972-905-2195
- Fax: 972-265-7995
- E-mail: info@globalgroupinvestmentholdings.com

Corporate offices are located in prominent high-rise business facility; currently monthly office expenses do not exceed \$1000. The technical nature of the business lends itself to virtual interaction with contracted personnel and partners to reduce direct overhead expenses.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

ITEM 11 THE NAMES OF THE EXECUTIVE OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS:

The following sets forth certain information concerning our directors and executive officers:

| Name | Age | Position |
|-------------------|-----|---|
| Teresa M. Jackson | 49 | Acting Chairman/President Secretary, Treasurer |
| Scott Owen | 49 | Director |

A. Officers and Directors.

ACTING CHAIRMAN OF THE BOARD/PRESIDENT, SECRETARY, TREASURER

TERESA M. JACKSON:

Ms. Jackson has been active in O&G secondary recovery with leases in Kansas and Texas, specializing in low-risk shallow well rework opportunities. Ms. Jackson has purchased several leases in Wilson County Kansas and has over 25 wells producing or in secondary recovery operations under development. Ms. Jackson and Marta Oil have developed a successful program for lease and well acquisition which includes an extensive on location personal review of all potential land lease purchases. Marta Oil has been successful in developing a rock-solid method of working with industry partners and has aligned itself with Multiplex Resources, Inc. of Houston, TX for all drilling, completion and production of both Oil and Gas operations. Ms. Jackson has been active in the Real Estate industry for nearly 20 years as both a successful Investor and a licensed Real Estate Broker. Ms. Jackson previously owned and operated a successful Mortgage Banking/Brokerage firm and Escrow company from 1992 – 2007. Ms. Jackson, President of Global Wealth Group, Inc., has been in the Real Estate and Mortgage Banking industry for 20 years. Her commitment to excellence, strong work ethic, and effective communication skills have made her a respected industry professional. GWG was established to serve a niche in the market place by providing investors with a wide range of investment opportunities in Distressed Real Estate and Alternative Energy.

2. 14 Monarch Bay Plaza Suite 335, Monarch Beach, CA 92629

3. Employment History (five years):

President/CEO Marta Oil & Gas Corp - December 2009 – Present (3 years 3 months)

COB AER Energy Resources, Inc. - May 2010 – Present (1 year 11 months)

President Global Wealth Partners, Inc. - January 2008 – Present (4 years 3 months)

International Real Estate Investments & Other Passive Investments - Director/COB EFC Realty - August 2004 – December 2007 (3 years 5 months)

Director/COB Easyfunding.com - November 1992 – December 2007 (15 years 2 months)

Mortgage Banker/Broker - President Easyfunding.com Escrow August 2004 – September 2007 (3 years 2 months)

4. Board memberships and other affiliations: See #3 above.

5. none

6. -0- shares of common

DIRECTOR

SCOTT OWEN:

Scott brings 25 years of aggressive Direct and Channel Sales, Operations and Business Development leadership to Channelinsight. He has specialized in bringing emerging technologies to market by building high performance, well-trained direct and channel sales teams. He has considerable experience with Fortune 500 and 1000 companies across a wide array of service and technology verticals including High Tech, Telecom, Finance and Healthcare. His negotiation skills have resulted in multi-million dollar, multi-year contracts including a \$320 million deal transacted over 3.5 years. Scott holds degrees from Seattle Pacific University and the Dallas Theological Seminary.

2. 19515 St Giles Ct., Monument, CO 80132

3. Employment History (five years):

| | | |
|-----------------------------------|---------------------|---------------------|
| SVP, Global Sales and Alliances | - Channelinsight | Aug. 2011 - Present |
| Chief Sales and Marketing Officer | - IP Commerce | 2008-2010 (2 years) |
| VP, Global Alliances | - Sterling Commerce | 2006-2008 (2 years) |
| VP, Sales and Business Dev | - DST Systems | 2003-2005 (2 years) |

4. Board memberships and other affiliations: see three above.

- a. Advisory Board Member – A2O Mobile
- b. Board Member – Silver Mountain Properties, Inc

5. none

6. 18,750,000 shares of common.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1 A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses) NONE;

2 The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities NONE;

3 A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated NONE;

4 The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities NONE.

C. Disclosure of Family Relationships. NONE

D. Disclosure of Related Party Transactions. NONE

E. Disclosure of Conflicts of Interest. NONE

ITEM 12 THE ISSUER'S MOST RECENT BALANCE SHEET AND PROFIT AND LOSS AND RETAINED EARNINGS STATEMENTS:

Our unaudited financial statements for the latest fiscal quarter ended March 31, 2012 are attached hereto as Exhibit A and incorporated herein by this reference and can be found as having been filed through the OTC Disclosure and News Service.

ITEM 13 SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE TWO PRECEDING FISCAL YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE:

See Item 12 above.

ITEM 14 BENEFICIAL OWNERS. –

The following table sets forth certain information regarding the ownership of our Common Stock as of the date hereof, by (i) each person known to us to own more than 5% of our outstanding common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our directors and executive officers as a group. Unless otherwise indicated, all shares are owned directly and the indicated person has sole voting and investment power.

| Title of Class | Name and Address Of Beneficial Owner | Amount and Nature Of Beneficial Ownership | Percent Of Class |
|-----------------------|--|--|-------------------------|
| Common | Scott Owen 19515 St Giles Ct Monument, CO. 80132 | 18,750,000 | 2.36% |
| Common | Teresa Jackson 14 Monarch Bay Plaza Suite 335 Monarch Beach, CA 92629 | -0- | -0- |
| Common | Stanley F. Wilson 6711 East Camelback Road #17 Scottsdale, Arizona 85251 | 75,000,000 | 9.44% |
| Common | Harold Davis 1108 River Park Drive Arlington, Texas 76006 | 76,305,000 | 9.60% |

Common Officers & Directors as a Group 18,750,000 2.36%

ITEM 15 THE NAME, ADDRESS, TELEPHONE NUMBER AND EMAIL ADDRESS OF EACH OF THE FOLLOWING OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO THE OPERATIONS, BUSINESS DEVELOPMENT AND DISCLOSURE.

Investment Banker: None

Promoters: None

Legal Counsel:

Accountant or Auditor:

Wayne Bailey
99 Fountainhead Cir.
Henderson, NV 89052

Public Relations Consultants: None

Investor Relations Consultants: None

Any Other Advisors: None

ITEM 16 MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This disclosure report contains a number of forward-looking statements, including statements about our financial conditions, results of operations, earnings outlook and prospects. Forward looking statements are typically identified by words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "will," "seek" and other similar words and expressions. The forward-looking statements involve certain risks and uncertainties. Our ability to predict results or the actual effects of our plans and strategies is subject to inherent uncertainty. The execution of the company's business plans are predicated upon receipt of financing, which may never be obtained. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include those set forth below in this disclosure statement under the heading "Risk Factors." Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this disclosure statement.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations

See 8 and 9 above and the following:

Globalgroup Investment Holdings, Inc., operates as a diverse holding company having initially developed an operational infrastructure consisting of two divisions; financial services and equity holdings with the acquisition of One44.com, Inc. in 2000. In 2012, we divested our prior holdings by rescission and acquired Sovereign Oil, Inc. and PcPayTech, LLC. The primary focus of the PcPayTech business is a computer software development company focused on the collection challenges associated with rent to own, pay as you go and no credit check computer programs. The primary focus of Sovereign Oil, Inc. is to enhance the Company's value through the acquisition and development of proven undeveloped natural gas and oil reserves.

Corporate Mission

The mission of GIHI is to achieve progressive growth in both its oil and gas lease acquisitions and technology solutions verticals. We are totally committed to the concept of rising expectations as our strong relationships with partners in multiple industries will be a catalyst for increasing bottom line results and value for our shareholders. Our advances in technology, combined with world-wide economic market factors, create an increasingly exciting environment for our company and for our shareholders. We will evolve to keep pace with these changes by helping to drive advances in the industries we serve.

We have identified multiple industries within the technology sector where we continue to actively pursue applications that offer the maximum penetration potential for our proprietary technology solutions. Solutions such as Global**LOK**[™] address the computer control challenges in any industry where remote PCs and laptops are deployed, such as corporate networks, rent-to-own and pay-as-you-go rental, layaway services and other unique applications.

Sovereign will continue its pursuit of additional acquisitions of energy assets that offer promise for profitable on-going revenue after all costs have been recouped.

These plans for growth assume that the projected working capital can be fulfilled.

Management Objectives

The objective of GIHI, as a holding company for technology solutions and oil/gas production, is to grow both of our verticals in a steady and consistent manner. As a premier provider of proprietary technologies we will integrate our Global**LOK**[™] solution into mainstream business use by building valuable partnerships across numerous industry verticals. Our oil/gas initiatives will expand through acquisition of previously explored properties with either current production or untapped proven reserves.

Acquisition Strategy

The Company strategy for Global**LOK**[™], unique software solutions is to identify and target companies who provide complementary services to distinct market segments that we serve. As an example, one of the Global**LOK**[™] functions is to address the payment collection challenges associated with rent to own, pay as you go and layaway services, where one of the common demographics is the sub-prime market. GIHI will seek companies that are concentrating in this space to create synergistic services and revenue opportunities.

The Company believes that, due to the unrest in the Middle-East and North Africa, the market for domestic crude oil will continue to increase. Utilizing strategies that have been successful in the past, we will continue to seek capital to acquire additional properties with revenue generation potential.

1. Full fiscal Years. Since acquiring Sovereign Oil, Inc. and PcPayTech, LLC in 2012, we have experienced improved financial condition through PcPayTech software and projected revenues from the PcPayTech business as well as the prospects for the current oil and gas marketplace.

- i. None.
- ii. The Company recently completed a series of private placement investments as a means to improve and increase liquidity.
- iii. None.
- iv. None.
- v. None
- vi. None
- vii. None

2. Interim Periods.

Since the end of our last fiscal year and comparable period, the Company has seen its assets and revenues increase through the acquisition of PcPayTech, LLC and Sovereign Oil, Inc. Since May 2012, the Company has actively sought new business through the acquisition, Development, and production of proven undeveloped natural gas and oil leases.

C. Off-Balance Sheet Arrangements.

None

**PART E
ISSUANCE HISTORY**

ITEM 17 LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICES IN THE PAST TWO YEARS

On March 12, 2012, we issued 60,000,000 shares of our common stock in exchange for 100% of the issued and outstanding shares of Sovereign Oil, Inc. On April 5, 2012 we agreed to issue 150,000,000 shares to acquire 100% of the member owner interests of PcPayTech LLC with 10,000,000 shares issued on April 5, 2012 and the 140,000,000 balance issued on April 22, 2012.

Since June 6, 2012, the Company has received \$130,000 from a series of Reg D Securities Act Rule 504 subscriptions from Fairhills Capital Offshore, a Caymans corporation with offices in Delaware. June 6, 2012: 2,000,000 shares at a price of \$10,000; July 6, 2012: 10,000,000 shares at a price of \$25,000; August 7, 2012: 47,800,000 shares at a price of \$25,000. August 29, 2012: 30,000,000 shares at a price of \$30,000.00; October 4, 2012: 50,000,000 shares at a price of \$20,000.00; October 24, 2012: 60,000,000 at a price of \$20,000.00. All shares were common stock issued without restrictive legend.

Since December 3, 2012, the Company has received \$20,000 from a series of Reg D Securities Act Rule 504 subscriptions from Ardbeg LLC, a Limited Liability corporation with offices in Delaware. December 3, 2012: 60,000,000 shares at a price of \$20,000.00. All shares were common stock issued without restrictive legend.

PART F

EXHIBITS

ITEM 18 MATERIAL CONTRACTS

On November 7, 2012 the Company executed a Letter of Intent with Everybody's Phone Company to cross sell each other's services. The terms of the Letter of Intent call for a Definitive Marketing Agreement to be completed within 60 days. On November 26, 2012 the Company executed a Letter of Intent with Ad Astra Oil Corp to acquire an oil & gas lease in Miami County Kansas. The terms of the Letter of Intent called for a Definitive Agreement to be completed by December 15, 2012. On December 7, 2012 the Letter of Intent with Everybody's Phone Company was rescinded. On January 3, 2013 the Company announced it had begun the due diligence of the Baker Lease acquisition from Ad Astra Oil Corp with an expected closing date of March 1, 2013. On February 21, 2013 the Company executed a Letter of Intent with Chit Chat Mobile announcing the Company has secured a Master Dealership with Chit Chat Mobile. The terms of the Letter of Intent call for a Definitive Marketing Agreement to be completed by March 31, 2013. On February 13, 2013 the Company canceled the acquisition of the Baker Lease from Ad Astra Oil. On February 27, 2013 the Company accepted the resignation of Fred Rackers as the President of the Company. The Company expects to name a new president by 2Q and is conducting an executive search and vetting candidates.

ITEM 19 ARTICLES OF INCORPORATION AND BYLAWS

See attached.

ITEM 20 PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None

ITEM 21 ISSUER'S CERTIFICATIONS

I, Teresa M. Jackson, certify that:

1. I have reviewed this initial annual disclosure statement of Globalgroup Investment Holdings, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects, the financial condition, results of operations and cash flows of the issuer as of and for, the periods presented in this disclosure statement.

Date: March 26, 2013.

GLOBALGROUP INVESTMENT HOLDINGS, INC.



Teresa M. Jackson, Secretary

EXHIBITS
GLOBALGROUP INVESTMENT HOLDINGS, INC.

| <u>EXHIBITS</u> | <u>DOCUMENT APPENDED</u> |
|-----------------|--------------------------|
|-----------------|--------------------------|

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|----|--|
| A. | Unaudited Annual Financial Statements ending December 31, 2012 |
| B. | |
| C. | |