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RADICA GAMES LTD
Form SC 13D/A
February 10, 2005

OMB APPROVAL

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

SCHEDULE 13D

AMENDMENT 16

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)

February 10, 2005

(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).

CUSIP No. G 73 4210 7

Page 2 of 3 Pages

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 - SS - (571-34-7386)
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

8,728,888

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 Shared Voting Power

NONE

9 Sole Dispositive Power

8,728,888

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10 Shared Dispositive Power

NONE

11 Aggregate Amount Beneficially Owned by Each Reporting Person

8,728,888

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)

46.87%

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.

February 10, 2005

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/ JOSEPH W. MOODY

Joseph W. Moody
President

DITO CAREE, L.P.
A Nevada limited partnership

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

By: /s/ JOSEPH W. MOODY

Joseph W. Moody
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/ JOSEPH W. MOODY

Joseph W. Moody
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

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

Todd M. Pickup, Manager

By: /s/ Joseph W. Moody

Joseph W. Moody, Manager

RICHARD H. PICKUP

/s/ Richard H. Pickup

An Individual