

CHINA EDUCATION ALLIANCE INC.

Form 8-K

November 07, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 2, 2011

CHINA EDUCATION ALLIANCE, INC.
(Exact name of registrant as specified in its charter)

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| North Carolina (State or other jurisdiction of incorporation) | 001-34386 (Commission File Number) | 56-2012361 (IRS Employer Identification No.) |
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| 58 Heng Shan Road, Kun Lun Shopping Mall Harbin, People's Republic of China (Address of principal executive offices) | 150090 (Zip Code) |
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Registrant's telephone number, including area code: 86-451-8233-5794

Copies to:
Benjamin Tan, Esq.
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

On October 28, 2011, a purported derivative lawsuit was filed in the U.S. District Court for the Central District of California against certain of the Company's current or former directors and officers. The complaint in *Padnos v. Yu, et al.*, No. 11-cv-8973 (C.D. Cal.) alleges that the defendants made or issued false and misleading statements about the Company's operations and financial performance in filings with the U.S. Securities and Exchange Commission, and thereby breached their fiduciary duties, enriched themselves, and damaged the Company. The derivative complaint seeks monetary damages and other relief, including costs and expenses. The Company believes the complaint has no merit and intends to vigorously oppose the lawsuit.

The information in this report, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and shall not be incorporated by reference in any registration statement or other document filed under the Securities Act or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filings, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHINA EDUCATION ALLIANCE, INC.

Dated: November 7, 2011

By: /s/ Xiqun Yu
Name: Xiqun Yu
Title: Chief Executive Officer
