

China Finance Online Co. LTD

Form S-8

March 04, 2009

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As filed with the Securities and Exchange Commission on March 4, 2009
Registration No.333-_____

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

China Finance Online Co. Limited
(Exact name of Registrant as specified in its charter)

Hong Kong
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**9th Floor of Tower C, Corporate Square
No. 35 Financial Street, Xicheng District
Beijing 100140, China**
(Address of Principal Executive Offices)

2004 Stock Incentive Plan

**CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940**
(Name and address of agent for service)

Copy to:
Sara Shen
Proskauer Rose LLP
36/F Edinburgh Tower, the Landmark
15 Queen's Road Central
Hong Kong
(852) 3410 8010
(Calculation of Registration Fee on following page)
CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered (1)	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
2004 Stock Incentive Plan				
Ordinary Shares, \$0.001 par value HK	3,000,000 Shares	\$1.745 (3)	\$5,235,000.00	\$205.74

- (1) The ordinary shares being registered hereby with respect to the 2004 Stock Incentive Plan (the Plan) may be represented by the registrant's American Depositary Shares, each of which represents five ordinary shares. The American Depositary Shares evidenced by American Depositary Receipts issuable upon deposit of any of the ordinary shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 filed with the Commission on October 5, 2004 (File No. 333-119530).
- (2) This registration statement shall also cover any additional ordinary shares which become issuable under the Plan being registered pursuant to this registration

statement by
reason of any
stock dividend,
stock split,
reorganization or
any other similar
transaction which
results in an
increase in the
number of the
registrant's
outstanding
ordinary shares.

- (3) Estimated in
accordance with
Rule 457(h) under
the Securities Act
solely for the
purpose of
calculating the
registration fee.
The computation
with respect to
unissued options
is based upon the
average high and
low sale prices of
the registrant's
American
Depository Shares
on February 27,
2009 as reported
on the Nasdaq
Global Market.
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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference:

(a) The registrant's annual report and its amendment on Form 20-F and Form 20-F/A respectively (File No. 000-50975) for the year ended December 31, 2007, filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above.

(c) The description of the registrant's ordinary shares contained in the registrant's registration statement on Form 8-A filed with the Commission under Section 12 of the Exchange Act on October 4, 2004, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this registration statement.

Item 4. Description of Securities. Not applicable.

Item 5. Interests of Named Experts and Counsel. Not applicable.

Item 6. Indemnification of Directors and Officers.

The registrant's articles of association provide that, subject to the Hong Kong Companies Ordinance (the Ordinance), every director or other officer of the registrant shall be indemnified against any liability incurred by him in his capacity as such. However, directors and officers of the registrant are not indemnified against any liability to the registrant or a related company arising out of negligence, default, breach of duty or breach of trust with respect to the registrant or a related company, unless such liability is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted, or in connection with any application in which relief is granted to him by the court pursuant to the Ordinance from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the registrant.

Pursuant to the registrant's form of Indemnification Agreement with officers and directors, the registrant will agree to indemnify its directors and officers, to the extent permitted by Hong Kong law, against certain liabilities and expenses incurred by such persons in connection with claims by reason of their being such a director or officer.

Item 7. Exemption from Registration Claimed. Not applicable.

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Item 8. **Exhibits.**

Exhibit
Number

- | | |
|------|---|
| 4.1 | 2004 Stock Incentive Plan, as amended (incorporated by reference to the Registration Statement on Form F-1 (File Number 333-119166) filed with the Commission on September 21, 2004). |
| 4.2 | Specimen of American Depositary Receipt (incorporated by reference to the Registration Statement on Form F-6 (File No. 333-119530) filed with the Commission on October 5, 2004 with respect to American Depositary Shares representing ordinary shares). |
| 4.3 | Form of Deposit Agreement (incorporated by reference to the Registration Statement on Form F-6 (File No. 333-119530) filed with the Commission on October 5, 2004 with respect to American Depositary Shares representing ordinary shares). |
| 5.1 | Opinion of Arculli Fong & Ng in association with King & Wood, PRC Lawyers |
| 23.1 | Consent of Arculli Fong & Ng in association with King & Wood, PRC Lawyers (included in Exhibit 5.1). |
| 23.2 | Consent of Independent Auditors. |
| 24.1 | Power of Attorney (see p. 6). |

Item 9. **Undertakings.**

A. The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the Securities Act);

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs A(1)(i) and A(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned registrant hereby undertakes that, for purposes of determining liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed a new registration statement relating to the

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securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[Signature Pages Follow]

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on February 27, 2009.

China Finance Online Co. Limited

By: /s/ Zhiwei Zhao
Zhiwei Zhao
Chief Executive Officer

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Zhiwei Zhao and Jun (Jeff) Wang, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Zhiwei Zhao Zhiwei Zhao	Chief Executive Officer (Principal Executive Officer)	February 27, 2009
/s/ Jun (Jeff) Wang Jun (Jeff) Wang	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2009
/s/ Hugo Shong Hugo Shong	Director	February 27, 2009
/s/ Kheng Nam Lee Kheng Nam Lee	Director	February 27, 2009
/s/ Ling Wang Ling Wang	Director	February 27, 2009
/s/ Fansheng Guo Fansheng Guo	Director	February 27, 2009

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SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative the United States of China Finance Online Co. Limited, has signed this Registration Statement in New York, New York on March 4, 2009.

Authorized Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

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