

The9 LTD
Form S-8 POS
December 16, 2010

As filed with the Securities and Exchange Commission on December 16, 2010

Registration No. 333-127700

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

**POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
The9 Limited
(Exact name of registrant as specified in its charter)**

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**Building No. 3, 690 Bibo Road
Zhang Jiang Hi-Tech Park
Pudong New Area, Pudong
Shanghai 201203
People s Republic of China
(Address of Principal Executive Offices)**

**Amended 2004 Stock Option Plan
(Full title of the plan)**

**CT Corporation System
111 Eighth Avenue
New York, New York 10011
(Name and address of agent for service)**

**(212) 894-8940
(Telephone number, including area code, agent for service)**

Copies to:
**David T. Zhang
Latham & Watkins
41st Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong S.A.R., China
(852) 2912-2503**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

EXPLANATORY NOTE

The9 Limited (the Registrant) hereby amends its registration statement on Form S-8 (Registration No. 333-127700) (the Registration Statement) by filing this Post-Effective Amendment No. 2 to reflect the amendment and restatement of its Amended 2004 Stock Option Plan. The Amended 2004 Stock Option Plan filed herewith as Exhibit 10.1 replaces the Exhibit 10.1 previously filed with the Registration Statement. No additional securities are being registered.

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 Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on December 16, 2010.

The9 Limited

By: /s/ Jun Zhu
 Name: Jun Zhu
 Title: Chairman and Chief Executive Officer

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/ Jun Zhu | Chairman and Chief Executive Officer | December 16, 2010 |
| Jun Zhu | (principal executive officer) | |
| /s/ George Lai | Chief Financial Officer | December 16, 2010 |
| George Lai | (principal financial and accounting officer) | |
| /s/ * | | December 16, 2010 |
| Cheung Kin Au-Yeung | Director | |
| /s/ * | | December 16, 2010 |
| Davin Alexander Mackenzie | Director | |
| /s/ * | | December 16, 2010 |
| Chao Y. Wang | Director | |
| /s/ * | | December 16, 2010 |
| Ka Keung Yeung | Director | |
| /s/ * | Authorized Representative in the United States | December 16, 2010 |

Name: Donald J. Puglisi
 Title: Managing Director
 Puglisi & Associates

*By /s/ Jun Zhu

Jun Zhu
 Attorney-in-Fact

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--------------------------------|
| 10.1 | Amended 2004 Stock Option Plan |