

Zhang Zhige
Form 3/A
April 04, 2011

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Zhang Zhige

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/26/2009

3. Issuer Name **and** Ticker or Trading Symbol

ChinaNet Online Holdings, Inc. [CNET]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

Chief Financial Officer

5. If Amendment, Date Original
Filed(Month/Day/Year)

07/06/2009

NO. 3 MIN ZHUANG ROAD,
BUILDING 6,,Â YU QUAN
HUI GU TUSPARK, HAIDIAN
DISTRICT

(Street)

BEIJING,Â F4Â 100195

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$0.001 par value per share 7,434,940

I

See Footnote (1) (2)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Zhige NO. 3 MIN ZHUANG ROAD, BUILDING 6, YU QUAN HUI GU TUSPARK, HAIDIAN DISTRICT BEIJING, F4 100195	X	X	Chief Financial Officer	

Signatures

/s/ Zhige Zhang Title: Chief Financial Officer, Treasurer and
Director

04/01/2011

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to a Share Transfer Agreement (the "Share Transfer Agreement") dated April 28, 2009 between Ms. Sun Li and Mr. Yang Li, the sole stockholder of Rise King Investment Limited ("Rise King"), Ms. Li held a right to acquire, subject to certain conditions, an 18% interest in Rise King, which owns approximately 42.9% of the outstanding securities of ChinaNet Online Holdings, Inc. ("ChinaNet"). In entering into the Share Transfer Agreement, Ms. Li was acting as Mr. Zhige Zhang's nominee, which was not noted in the original Form 3 filing. On March 30, 2011, pursuant to the terms of a Transfer Notice by and between Mr. Zhang and Ms. Li, Ms. Li transferred to Mr. Zhang her right to acquire 18% of the outstanding shares of Rise King under the terms of the Share Transfer Agreement. (continue on footnote 2)

On March 30, 2011, in accordance with the terms of the Share Transfer Agreement, Mr. Zhang exercised the option to acquire from Mr. Yang Li 18% of the outstanding shares of Rise King. As a result of the Option Exercise, and Mr. Zhang's resulting ownership interest in Rise King, Mr. Zhang may be deemed a beneficial owner of the shares of ChinaNet common stock held by Rise King.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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