

Perfect World Co., Ltd.
Form S-8 POS
August 10, 2009

As filed with the Securities and Exchange Commission on August 10, 2009

Registration No. 333-146562

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Perfect World Co., Ltd.

(Exact name of registrant as specified in its charter)

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

7389
*(Primary Standard Industrial
Classification Code Number)*

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

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8th Floor, Huakong Building, No. 1 Shangdi East Road,

Haidian District, Beijing 100085, People's Republic of China

(86 10) 5885-8555

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Share Incentive Plan

(as amended and restated as of February 28, 2009)

(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)

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.

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

Copies to:

Kelvin Wing Kee Lau

Chief Financial Officer

8th Floor, Huakong Building, No. 1 Shangdi East Road,

David T. Zhang, Esq.

Latham & Watkins

41st Floor, One Exchange Square

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Haidian District, Beijing 100085,

8 Connaught Place, Central

People's Republic of China

Hong Kong

(86 10) 5885-8555

(852) 2912-2503

EXPLANATORY NOTE

Perfect World Co., Ltd. hereby amends its registration statement on Form S-8 (Registration No. 333-146562) by filing this Post-Effective Amendment No. 1 to reflect the amendment and restatement of the Share Incentive Plan. The amended and restated Share Incentive Plan is incorporated by reference to Exhibit 4.5 to the annual report of the Registrant on Form 20-F filed with the Securities and Exchange Commission (the Commission) on June 19, 2009 and replaces Exhibit 10.1 of the initial registration statement. No additional securities are being registered.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on August 10, 2009.

Perfect World Co., Ltd.

By: /s/ Michael Yufeng Chi
 Name: Michael Yufeng Chi
 Title: Chairman and Chief Executive Officer

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

Signature	Title	Date
/s/ Michael Yufeng Chi Michael Yufeng Chi	Chairman of the Board / Chief Executive Officer (Principal Executive Officer)	August 10, 2009
/s/ * Kelvin Wing Kee Lau	Chief Financial Officer (Principal Financial Officer)	August 10, 2009
/s/ * Ge Song	Director	August 10, 2009
/s/ Han Zhang Han Zhang	Independent Director	August 10, 2009
/s/ * Louis T. Hsieh	Independent Director	August 10, 2009
/s/ * Bing Xiang	Independent Director	August 10, 2009

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Signature	Title	Date
/s/ * Name: Donald J. Puglisi Title: Managing Director, Puglisi & Associates	Authorized Representative in the United States	August 10, 2009

*By /s/ Michael Yufeng Chi
Michael Yufeng Chi
Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description
10.1	Share Incentive Plan, as amended and restated as of February 28, 2009 (incorporated by reference to Exhibit 4.5 to the annual report of the Registrant on Form 20-F filed with the Commission on June 19, 2009 (File No. 001-33587))
24.1	Power of Attorney