

SHANDA INTERACTIVE ENTERTAINMENT LTD

Form 20-F/A

July 28, 2011

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

**FORM 20-F/A  
(Amendment No. 1)**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010  
OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
Commission file number: 000-50705**

**SHANDA INTERACTIVE ENTERTAINMENT LIMITED**  
(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**No. 208 Juli Road**

**Pudong New Area**

**Shanghai 201203, People's Republic of China**

(Address of principal executive offices)

**Grace Wu**

**Chief Financial Officer**

**Shanda Interactive Entertainment Limited**

**No. 208 Juli Road**

**Pudong New Area**

**Shanghai 201203, People's Republic of China**

**Telephone: (86-21) 5050-4740**

**Fax: (86-21) 5080-5132**

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which registered**

American Depositary Shares, each representing  
2 ordinary shares, par value US\$0.01 per share

The NASDAQ Stock Market LLC  
The NASDAQ Global Select Market

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**[None]**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**[None]**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 112,518,724 ordinary shares, par value US\$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transaction report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP

International Financial Reporting  
Standards as issued by the  
International Accounting Standard  
Boards

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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| <u>EX-101 INSTANCE DOCUMENT</u>              |             |
| <u>EX-101 SCHEMA DOCUMENT</u>                |             |
| <u>EX-101 CALCULATION LINKBASE DOCUMENT</u>  |             |
| <u>EX-101 LABELS LINKBASE DOCUMENT</u>       |             |
| <u>EX-101 PRESENTATION LINKBASE DOCUMENT</u> |             |
| <u>EX-101 DEFINITION LINKBASE DOCUMENT</u>   |             |

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**EXPLANATORY NOTE**

We are filing this Amendment No. 1 on Form 20-F/A to our annual report on Form 20-F for the fiscal year ended December 31, 2010, which was originally filed with the Securities and Exchange Commission on June 30, 2011, for the sole purpose of adding Exhibit 101 to Item 19 Exhibits and furnishing the Interactive Data as Exhibit 101. No other changes have been made to the Form 20-F. This Amendment No. 1 does not reflect events that have occurred after the June 30, 2011 filing date of our annual report on Form 20-F, or modify or update the disclosures presented therein, except to reflect the amendment described above.

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**Item 19. Exhibits**

| <b>Number</b> | <b>Description</b>                                     |
|---------------|--|
| 101.INS       | XBRL Instance Document                                 |
| 101.SCH       | XBRL Taxonomy Extension Schema Document                |
| 101.CAL       | XBRL Taxonomy Extension Calculation Linkbase Document  |
| 101.LAB       | XBRL Taxonomy Extension Labels Linkbase Document       |
| 101.PRE       | XBRL Taxonomy Extension Presentation Linkbase Document |
| 101.DEF       | XBRL Taxonomy Extension Definition Linkbase Document   |

XBRL (eXtensible Business Reporting Language) information contained in Exhibit 101 listed above is furnished to the Securities and Exchange Commission, is deemed not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 on its behalf.

SHANDA INTERACTIVE  
ENTERTAINMENT LIMITED

By: /s/ Tianqiao Chen

Name: Tianqiao Chen

Title: Chairman and Chief Executive Officer

Date: July 28, 2011