

The9 LTD
Form F-6 POS
March 10, 2009

As filed with the Securities and Exchange Commission on March 10, 2008

Registration No. 333-156635

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6
REGISTRATION STATEMENT

under
THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

of

THE9 LIMITED

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

CAYMAN ISLANDS

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK MELLON

(Exact name of depository as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

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

**The Bank of New York Mellon
ADR Division**

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by previous Registration Statements on Form F-6 of the registrant (Regis. No. 333-120814).

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the

Articles number 20 and 21

deposit agreement

(viii) Rights of holders of Receipts to inspect the

Article number 11

transfer books of the depository and the list of

holders of Receipts

(ix) Restrictions upon the right to deposit of

Articles number 2, 3, 4, 5, 6, 8 and

withdraw the underlying securities

22

(x) Limitation upon the liability of the depository

Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of December 20, 2004, as amended and restated as of January 16, 2009, and as further amended and restated as of March ___, 2009 among The9 Limited, The Bank of New York Mellon (formerly known as The Bank of New York) as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of Letter Agreement among The9 Limited and The Bank of New York Mellon (formerly known as The Bank of New York) relating to pre-release activities - Previously Filed.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met 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 the City of New York, State of New York, March 10, 2009.

Legal entity created by the agreement for the issuance of American Depositary Shares for Ordinary Shares, Par Value U.S. \$0.01 each, of The9 Limited.

By:

The Bank of New York Mellon,
As Depositary

By: /s/ Edgar Piedra

Name: Edgar Piedra

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, The9 Limited has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Shanghai, People's Republic of China on March 10, 2009.

The9 Limited

By: /s/ Jun Zhu

Name: Jun Zhu

Title: Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on March 10, 2009.

/s/ Jun Zhu

/s/ George Lai

Name: Jun Zhu

Name: George Lai

Title: Chairman of the Board and Chief

Title: Chief Financial Officer

Executive Officer

(Principal Financial and Accounting Officer)

(Principal Executive Officer)

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*

Name: Cheung Kin Au-Yeung

Name: Donald J. Puglisi

Title: Director

Title: Managing Director

For and on behalf of Puglisi & Associates,

the Authorized U.S. Representative

*

*

Name: Davin Alexander Mackenzie

Name: Chao Y. Wang

Title: Director

Title: Director

*

Name: Ka Keung Yeung

Title: Director

* By: /s/ Jun Zhu

Jun Zhu

Attorney-in-fact

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

Form of Deposit Agreement dated as of December 20, 2004, as amended and restated as of January 16, 2009, and as further amended and restated as of March ____, 2009 among The9 Limited, The Bank of New York Mellon (previously known as The Bank of New York) as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Shares issued thereunder.

2

Previously Filed.

4

Previously Filed.