

ASIAINFO-LINKAGE, INC
Form S-8 POS
August 03, 2011

As filed with the Securities and Exchange Commission on August 3, 2011

Registration No. 333-152478

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO REGISTRATION STATEMENT

ON FORM S-8

UNDER

THE SECURITIES ACT OF 1933

ASIAINFO-LINKAGE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

752506390
(I.R.S. Employer
Identification No.)

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AsiaInfo-Linkage, Inc.

4th Floor, Zhongdian Information Tower

No. 6 Zhongguancun South Street, Haidian District

Beijing 100086, China

Tel: +8610 8216-6688

(Address of Principal Executive Offices)

ASIAINFO HOLDINGS, INC.

2008 STOCK INCENTIVE PLAN

(Full title of the plan)

Tracy Liu

AsiaInfo-Linkage, Inc.

5201 Great America Parkway, Suite 429

Santa Clara, California 95054

Tel: +1 (408) 970-9788

(Name, address, and telephone number, including area code, of agent for service)

Copies to:

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EXPLANATORY STATEMENT

A total of 2,391,955 shares of common stock of AsiaInfo-Linkage, Inc. (formerly AsiaInfo Holdings, Inc.) (the Company) were registered in connection with the Company's 2008 Stock Incentive Plan, as amended (the 2008 Plan) by, registration statement on Form S-8, File No. 333-152478, filed on July 23, 2008 (the 2008 Form S-8). On April 21, 2011, the stockholders of the Company approved the Company's 2011 Stock Incentive Plan (the 2011 Plan). Of the 2,391,955 shares registered in connection with the 2008 Plan, 908,082 shares have not been issued and are not subject to issuance upon the exercise or vesting of outstanding options or other awards granted under the 2008 Plan. Pursuant to Instruction E to Form S-8 and interpretations of the Securities and Exchange Commission, 908,082 shares of the Company's common stock registered on the 2008 Form S-8 are carried forward to, and deemed covered by, the registration statement on Form S-8 filed on or about the date hereof in connection with the 2011 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement filed by the Company under Registration Number 333-152478 with respect to securities offered pursuant to the 2008 Plan are hereby incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Beijing, China on August 3, 2011.

ASIAINFO-LINKAGE, INC.

By: /s/ MICHAEL WU
Michael Wu

Vice President and Chief Financial Officer (duly authorized officer and principal financial officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Wu and Deborah Lv as his attorney-in-fact with full power of substitution for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same with exhibits thereto and other documents in connection therewith with the Commission, hereby ratifying and confirming all that the said attorney-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

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/ JAMES DING James Ding | Board Member and Co-Chairman of the Board | August 3, 2011 |
| /s/ LIBIN SUN Libin Sun | Board Member and Executive Co-Chairman of the Board | August 3, 2011 |
| /s/ STEVE ZHANG Steve Zhang | Board Member, President and Chief Executive Officer (principal executive officer) | August 3, 2011 |
| /s/ MICHAEL WU Michael Wu | Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) | August 3, 2011 |
| /s/ YUNGANG LU Yungang Lu | Board Member | August 3, 2011 |
| /s/ DAVIN A. MACKENZIE Davin A. Mackenzie | Board Member | August 3, 2011 |
| /s/ SEAN SHAO Sean Shao | Board Member | August 3, 2011 |

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|-----------------|--------------|----------------|
| /s/ TOM MANNING | Board Member | August 3, 2011 |
| Tom Manning | | |
| /s/ EDWARD TIAN | Board Member | August 3, 2011 |
| Edward Tian | | |
| /s/ XIWEI HUANG | Board Member | August 3, 2011 |
| Xiwei Huang | | |