

NINETOWNS INTERNET TECHNOLOGY GROUP CO LTD
Form 6-K
October 25, 2006

**FORM 6-K
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Section 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

For the month of October 2006

000-51025

(Commission File Number)

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

(Translation of registrant's name into English)

5th Floor, Union Plaza

20 Chaowai Street, Chaoyang District

Beijing 100020, People's Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by regulation S-T Rule 101(b)(1);

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by regulation S-T Rule 101(b)(7);

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

On September 15, 2006, by way of shareholders special resolutions, Ninetowns Internet Technology Group Company Limited (the **Company**) adopted an amended and restated memorandum and articles of association (the **Amended and Restated M&A**). The Amended and Restated M&A was filed with the Registry of Companies in the Cayman Islands.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

By: /s/ Tommy S. L. Fork
Name: Tommy S. L. Fork
Title: Chief Financial Officer

Date: October 25, 2006

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Secretary's certificate dated September 27, 2006 regarding an extract of the shareholders' resolutions to amend the Amended and Restated Memorandum and Articles of Association of the Company |
| 99.2 | Amended and Restated Memorandum and Articles of Association of the Company adopted on September 15, 2006 |