

KONGZHONG CORP  
Form S-8  
March 06, 2006

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As filed with the Securities and Exchange Commission on March 6, 2006  
Registration Statement No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**KongZhong Corporation**  
(Exact name of issuer as specified in its charter)

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

**None**  
(I.R.S. Employer  
Identification No.)

**35th Floor, Tengda Plaza  
No. 168 Xizhimenwai Street  
Beijing, China 100044**  
(Address of principal executive offices)

**KongZhong Corporation  
2002 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011  
(212) 664-1666**  
(Name, address and telephone number of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered <sup>(1)</sup></b>	<b>Proposed Maximum Offering Price per Share <sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price <sup>(2)</sup></b>	<b>Amount of Registration Fee</b>
Ordinary Shares, par value \$0.0000005 per share	32,000,000 ordinary shares	US\$0.29	US\$9,280,000	US\$992.96

(1) Plus such indeterminate number of additional ordinary shares as may be offered and issued to prevent dilution resulting from share splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933,

as amended.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, based on the average of the high and low prices of the ordinary shares represented by the American Depositary Shares as reported on the NASDAQ National Market System on March 1, 2006.
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**INCORPORATION OF INFORMATION**

This registration statement on Form S-8 registers additional securities of the same class as other securities of the registrant for which a registration statement, also filed on Form S-8 by the registrant and relating to the registrant's KongZhong Corporation 2002 Equity Incentive Plan, is effective. Pursuant to General Instruction E to Form S-8, the contents of the registrant's registration statement on Form S-8 (File No. 333-122530), as filed with the Securities and Exchange Commission on February 4, 2005, are hereby incorporated by reference.

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PART II

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SIGNATURES

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EX-4.2 KongZhong Corporation 2002 Equity Incentive Plan

EX-5.1 Opinion of Maples and Calder

EX-23.1 Consent of Deloitte Touche Tohmatsu

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**PART II**  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. EXHIBITS**

Exhibit Number	Description
3.1	Amended Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form F-1 (File No. 333-116172) originally filed with the Commission on June 4, 2004, as subsequently amended (the Registration Statement on Form F-1)).
4.1	Specimen of Share Certificate representing the ordinary shares (incorporated herein by reference to Exhibit 4.1 of the Registration Statement on Form F-1).
4.2	KongZhong Corporation 2002 Equity Incentive Plan, as amended on September 6, 2005.
5.1	Opinion of Maples and Calder, Cayman Islands counsel to the Registrant, as to the validity of the ordinary shares.
23.1	Consent of Deloitte Touche Tohmatsu.
23.2	Consent of Maples and Calder (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).

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**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on March 6, 2006.

**KongZhong Corporation**

By: /s/ Yunfan Zhou  
Name: Yunfan Zhou  
Title: Chief Executive Officer and  
Chairman of the Board of Directors

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Yunfan Zhou and JP Gan, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as each such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on March 6, 2006 by the following persons in the capacities indicated:

<b>Name</b>	<b>Title</b>
/s/ Yunfan Zhou	Chief Executive Officer and
Yunfan Zhou	Chairman of the Board of Director
/s/ Nick Yang	President and Executive Officer Director
Nick Yang	
/s/ JP Gan	Chief Financial Officer
JP Gan	

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<b>Name</b>	<b>Title</b>
/s/ Charlie Y. Shi	Independent Director
Charlie Y. Shi	
/s/ Hui Zhang	Independent Director
Hui Zhang	
/s/ Hanhui Sun	Independent Director
Hanhui Sun	

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

**Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of KongZhong Corporation, has signed this Registration Statement on March 6, 2006.**

**Authorized U.S. Representative**

By: /s/ Gregory F. Lavelle

Name:

Gregory F. Lavelle

Title: Managing Director, Puglisi & Associates

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