

Giant Interactive Group Inc.
Form F-6EF
December 22, 2011

As filed with the Securities and Exchange Commission on
December 22, 2011

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

GIANT INTERACTIVE GROUP INC.
(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)

CITIBANK, N.A.
(Exact name of depositary as specified in its charter)

388 Greenwich Street
New York, New York 10013
(212) 816-6763
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

CT Corporation System
111 Eighth Avenue (13th floor)
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kurt J. Berney, Esq.
O'Melveny & Myers LLP
Plaza 66, 37th Floor
1266 Nanjing Road West
Shanghai 200040, P.R.C.
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1133 Avenue of the Americas
New York, New York 10036
Telephone: 212-336-2000

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:

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares, each representing one (1) ordinary share of Giant Interactive Group Inc.	200,000,000 American Depositary Shares	\$5.00	\$10,000,000.00	\$1,146.00

* Each unit represents 100 American Depositary Shares.

** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of Depositary and address of its principal executive office	Face of Receipt - Introductory Article.
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share ("ADSs")	Face of Receipt - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraphs (16) and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt – Paragraph (14).
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (13); Reverse of Receipt – Paragraph (16).
(v) The sale or exercise of rights	Reverse of Receipt – Paragraphs (14) and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (3) and (6); Reverse of Receipt - Paragraphs (14) and (18).
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraphs (22) and (23) (no provision for extensions).
(viii)	Face of Receipt - Paragraph (13).

Rights of holders of Receipts to
inspect the transfer books of the
Depository and the list of
holders of ADSs

- | | | |
|------|--|--|
| (ix) | Restrictions upon the right to
deposit or withdraw the
underlying securities | Face of Receipt – Paragraphs (2), (3),
(4), (6), (7), (9) and (10). |
|------|--|--|

Item Number and Caption	Location in Form of American Depositary Receipt (“Receipt”) Filed Herewith as Prospectus
(x) Limitation upon the liability of the Depositary	Face of Receipt - Paragraph (7); Reverse of Receipt - Paragraphs (19) and (20).
(xi) Fees and charges which may be imposed directly or indirectly on holders of ADSs	Face of Receipt - Paragraph (10).
Item 2. AVAILABLE INFORMATION	Face of Receipt - Paragraph (13).

Giant Interactive Group Inc. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Deposit Agreement, dated as of November 6, 2007, by and among Giant Interactive Group Inc. (the “Company”), Citibank, N.A., as depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Filed herewith as Exhibit (a).
- (b) Letter Agreement, dated as of April 17, 2008, by and between the Company and the Depositary. — Filed herewith as Exhibit (b).
- (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. — None.
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of ADSs thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Deposit Agreement, by and among Giant Interactive Group Inc., Citibank, N.A., as depository, and all Holders and Beneficial Owners of American Depositary Shares to be issued thereunder, as supplemented from time to time, 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 22nd of December, 2011.

Legal entity created by the Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) Ordinary Share of Giant Interactive Group Inc.

CITIBANK, N.A., solely in its capacity as Depository

By: /s/ Richard Etienne
Name: Richard Etienne
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Giant Interactive Group Inc. 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 Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized in Shanghai, China, on December 22, 2011.

GIANT INTERACTIVE GROUP INC.

By: /s/ Yuzhu Shi
Name: Yuzhu Shi
Title: Chairman of the Board,
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Yuzhu Shi and Jazy Zhang to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, 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 attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on December 22, 2011.

Signature	Title
/s/ Yuzhu Shi Yuzhu Shi	Chairman of the Board, Chief Executive Officer
/s/ Wei Liu Wei Liu	Director, President
/s/ Jazy Zhang Jazy Zhang	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Andrew Y. Yan Andrew Y. Yan	Director
/s/ Jason Nanchun Jiang Jason Nanchun Jiang	Director
/s/ Peter Andrew Schloss Peter Andrew Schloss	Director
/s/ Lu Zhang Lu Zhang	Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Giant Interactive Group Inc., has signed this registration statement or amendment thereto in Newark, Delaware, on December 22, 2011.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director

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Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
(a)	Deposit Agreement	
(b)	Letter Agreement	
(d)	Opinion of counsel to the Depositary	
(e)	Certification under Rule 466	