

Perfect World Co., Ltd.
Form S-8 POS
July 28, 2015

As filed with the Securities and Exchange Commission on July 28, 2015

Registration No. 333-146562

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PERFECT WORLD CO., LTD.

(Exact name of registrant as specified in its charter)

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

Not Applicable
(I.R.S. Employer
Identification Number)

**Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District
Beijing 100101, People's Republic of China**

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(86 10) 5780-5700

(Address of Principal Executive Offices)

Share Incentive Plan

(as amended and restated effective November 14, 2009)

(Full title of the plan)

CT Corporation System

111 Eighth Avenue

New York, New York 10011

(Name and address of agent for service)

(212) 894-8940

(Telephone number, including area code, agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Copies to:

Kelvin Wing Kee Lau

Chief Financial Officer
Perfect World Plaza, Tower 306
86 Beiyuan Road

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The Landmark

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 2 (this Post-Effective Amendment) relates to the registration statement on Form S-8 (File No. 333-146562) (the Original Registration Statement), which was filed with the U.S. Securities and Exchange Commission by Perfect World Co., Ltd., a company established under the laws of the Cayman Islands (the Registrant), and became effective on October 9, 2007, as well as its Post-Effective Amendment No. 1 filed on August 10, 2009 (together with the Original Registration Statement, the Registration Statement). Under the Registration Statement, a total of 32,145,000 class B ordinary shares of the Registrant, par value \$0.0001 per share, were registered for issuance of shares granted or to be granted pursuant to the Registrant's amended and restated Share Incentive Plan, which was initially adopted on September 6, 2006 and was amended and restated on February 28, 2009 and November 14, 2009, respectively (the 2009 Plan). This Post-Effective Amendment is being filed for the sole purpose of deregistering any unissued shares previously registered under the Registration Statement and issuable under the 2009 Plan.

On April 26, 2015, the Registrant, Perfect Peony Holding Company Limited (the Parent) and Perfect World Merger Company Limited (the Merger Sub) entered into an agreement and plan of merger, which was approved on July 28, 2015 by the shareholders of the Registrant at an extraordinary general meeting of shareholders. The Registrant and Merger Sub subsequently filed a plan of merger with the Registrar of Companies of the Cayman Islands, which became effective as of July 28, 2015 (the Effective Time), as a result of which Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving corporation and becoming a wholly owned subsidiary of Parent (the Merger).

As a result of the Merger, the Registrant has terminated all the offerings of its securities pursuant to the Registration Statement. The Registrant hereby removes from registration, by means of this Post-Effective Amendment, any and all of the securities registered under the Registration Statement which remain unsold as of the Effective Time.

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 this Post-Effective Amendment to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on July 28, 2015.

Perfect World Co., Ltd.

By: /s/ Robert Hong Xiao
 Name: Robert Hong Xiao
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael Yufeng Chi Michael Yufeng Chi	Sole Director	July 28, 2015
/s/ Robert Hong Xiao Robert Hong Xiao	Chief Executive Officer (principal executive officer)	July 28, 2015
/s/ Kelvin Wing Kee Lau Kelvin Wing Kee Lau	Chief Financial Officer (principal financial and accounting officer)	July 28, 2015
/s/ * Name: Donald J. Puglisi Title: Managing Director, Puglisi & Associates	Authorized Representative in the United States	July 28, 2015

*By: /s/ Michael Yufeng Chi
 Michael Yufeng Chi
 Attorney-in-Fact