

HLS SYSTEMS INTERNATIONAL LTD
Form 8-A12B
July 30, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

HLS SYSTEMS INTERNATIONAL, LTD.
(Exact name of registrant as specified in its charter)

British Virgin Islands
(State of incorporation or organization)

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

10 Jiancaicheng Middle Road
Xisanqi, Haidian District
Beijing, People's Republic of China
(Address of principal executive offices)

100096
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| Ordinary Shares, \$0.001 par value per share | The NASDAQ Stock Market LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: _____ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "*Description of the Combined Company's Securities Following the Stock Purchase*" contained in the prospectus included as part of the Registrant's registration statement on Form S-4 (File No. 333-132826) filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The Nasdaq Stock Market, LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HLS SYSTEMS INTERNATIONAL, LTD.

By: /s/ Changli Wang
Name: Changli Wang
Title: President and Chief Executive Officer

Date: July 30, 2008