

CHINA JO-JO DRUGSTORES, INC.

Form 5

May 16, 2014

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**Zhao Ming**

(Last) (First) (Middle)

1ST FLOOR, YUZHENG PLAZA,  
 NO. 76, YUHUANGSHAN ROAD  
 HANGZHOU

(Street)

2. Issuer Name and Ticker or Trading Symbol  
**CHINA JO-JO DRUGSTORES, INC. [CJJD]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 03/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

ZHEJIANG, F4

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 12/31/2013                           |  | A                              | (A) or (D)<br>Amount (D) Price                                    | 60,000 (1) \$ 0 99,000 (2)   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Zhao Ming<br>1ST FLOOR, YUZHENG PLAZA, NO. 76<br>YUHUANGSHAN ROAD HANGZHOU<br>ZHEJIANG, F4 | Â             | Â         | Â Chief Financial Officer | Â     |

## Signatures

/s/ Ming Zhao 05/16/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares were granted as a restricted stock award under the Company's 2010 Equity Incentive Plan and, pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of December 31, 2013, vested immediately.

Includes (i) 6,000 shares granted to the Reporting Person for his executive assistance prior to becoming CFO in August 2011; (ii) 8,000 shares granted as a restricted stock award under the Company's 2010 Equity Incentive Plan that, pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of January 16, 2012, will vest on January 16, 2015; and (iii) 40,000

(2) shares granted as a restricted stock award under the Company's 2010 Equity Incentive Plan that were to vest in eight quarterly installments over two years pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of August 1, 2011 (the "2011 Award"). However, on November 1, 2012, Mr. Zhao agreed to forfeit the unvested shares under the 2011 Award, receiving a total of 25,000 shares under the 2011 Award.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.