

ASIAINFO HOLDINGS INC
Form 3
February 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|--|------------------------------------|---|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lenovo IT Alliance LTD | | (Month/Day/Year) | ASIAINFO HOLDINGS INC [ASIA] | |
| (Last) | (First) | (Middle) | 07/01/2005 | |
| 23/F LINCOLN HOUSE, TAIKOO PLACE,Â 979 KING'S ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| QUARRY BAY,Â K3Â 00000 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock <u>(1)</u> | 974,284 | D | Â |
| Common Stock <u>(2)</u> | 4,498,130 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lenovo IT Alliance LTD 23/F LINCOLN HOUSE, TAIKOO PLACE 979 KING'S ROAD QUARRY BAY, K3 00000 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Xuezheng, Ma, Executive Director, on behalf of Lenovo IT Alliance Limited

02/21/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The common stock was acquired by the Lenovo Group Limited ("Lenovo") through its indirect wholly-owned subsidiary, Lenovo IT Alliance Limited ("Lenovo IT Alliance") as partial consideration for the sale by Lenovo of its non-telecom related IT services business to

(1) AsiaInfo Holdings, Inc. (the "Issuer") pursuant to an Acquisition Agreement, dated as of July 27, 2004, by and between Lenovo and the Issuer, as supplemented and amended by Supplement and Amendment No. 1 to Acquisition Agreement, dated October 1, 2004, by and between Lenovo and the Issuer (as amended, the "Acquisition Agreement").

The common stock was acquired by the reporting person upon the settlement of a Forward Contract, dated as of October 19, 2004, by and between Bonson Information Technology Limited, a direct wholly-owned subsidiary of the Issuer, and Lenovo IT Alliance (the "Forward Contract"), which Forward Contract was executed pursuant to the terms provided for in the Acquisition Agreement. The common stock was delivered by the Issuer in settlement of the Forward Contract on July 1, 2005.

(2)

Note: File three copies of this Form, one of which must be manually signed. If space 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.