

TONG TONY
Form 5
February 14, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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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 *
TONG TONY

(Last) (First) (Middle)

C/O PACIFICNET INC. 23/F,
TOWER A, TIMECOURT, NO. 6
SHUNGANG XILI

(Street)

2. Issuer Name and Ticker or Trading Symbol
PACIFICNET INC [PACT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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 Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

CHAOYANG DISTRICT,
BEIJING, F4 100028

(City) (State) (Zip)

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

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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock, par value \$0.0001 | 06/23/2006 | Â | A | 40,000 A \$ 2.2 | 297,391 | D | Â |
| Common Stock, par value \$0.0001 | 07/01/2006 | Â | A | 50,000 A \$ 220 | 347,391 | D | Â |

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------------------------|--------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | |
| Option to purchase common stock | \$ 2.2 | 06/23/2006 | Â | M | Â | 40,000 | Â | (1) | 06/23/2006 | Common Stock | 40,000 |
| Option to purchase common stock | \$ 2.2 | 07/01/2006 | Â | M | Â | 50,000 | Â | (1) | 12/31/2006 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TONG TONY C/O PACIFICNET INC. 23/F, TOWER A TIMECOURT, NO. 6 SHUNGANG XILI CHAOYANG DISTRICT, BEIJING,Â F4Â 100028 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ Tony Tong,
Director

02/14/2007

**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 options were subject to a vesting schedule of 25% per quarter commencing January 1, 2004.

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