

Zhang Zhige  
Form 3/A  
April 04, 2011

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Zhang Zhige</p> <p>(Last) (First) (Middle)</p> <p>NO. 3 MIN ZHUANG ROAD, BUILDING 6,,Â YU QUAN HUI GU TUSPARK, HAIDIAN DISTRICT</p> <p>(Street)</p> <p>BEIJING,Â F4Â 100195</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/26/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ChinaNet Online Holdings, Inc. [CNET]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>07/06/2009</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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, \$0.001 par value per share	7,434,940	I	See Footnote <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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**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)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhang Zhige NO. 3 MIN ZHUANG ROAD, BUILDING 6, YU QUAN HUI GU TUSPARK, HAIDIAN DISTRICT BEIJING, F4 100195	X	X	Chief Financial Officer	

## Signatures

/s/ Zhige Zhang Title: Chief Financial Officer, Treasurer and Director  
Date: 04/01/2011

\*\*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).
- Pursuant to a Share Transfer Agreement (the "Share Transfer Agreement") dated April 28, 2009 between Ms. Sun Li and Mr. Yang Li, the sole stockholder of Rise King Investment Limited ("Rise King"), Ms. Li held a right to acquire, subject to certain conditions, an 18% interest in Rise King, which owns approximately 42.9% of the outstanding securities of ChinaNet Online Holdings, Inc. ("ChinaNet"). In
- (1) entering into the Share Transfer Agreement, Ms. Li was acting as Mr. Zhige Zhang's nominee, which was not noted in the original Form 3 filing. On March 30, 2011, pursuant to the terms of a Transfer Notice by and between Mr. Zhang and Ms. Li, Ms. Li transferred to Mr. Zhang her right to acquire 18% of the outstanding shares of Rise King under the terms of the Share Transfer Agreement. (continue on footnote 2)
  - (2) On March 30, 2011, in accordance with the terms of the Share Transfer Agreement, Mr. Zhang exercised the option to acquire from Mr. Yang Li 18% of the outstanding shares of Rise King. As a result of the Option Exercise, and Mr. Zhang's resulting ownership interest in Rise King, Mr. Zhang may be deemed a beneficial owner of the shares of ChinaNet common stock held by Rise King.

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.