

Sino-Global Shipping America, Ltd.
Form S-1/A
March 03, 2015

As filed with the Securities and Exchange Commission on March 3, 2015

Registration No. 333-199160

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 5 TO FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

SINO-GLOBAL SHIPPING AMERICA, LTD.

(Exact Name of Registrant as Specified in Charter)

Virginia

(State or Other Jurisdiction of
Incorporation or Organization)

4731

(Primary Standard Industrial Classification
Code Number)

11-3588546

(IRS Employer Identification No.)

1044 Northern Boulevard

Roslyn, New York 11576-1514

(718) 888-1814

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Lei Cao

**Chief Executive Officer
Sino-Global Shipping America, Ltd.**

1044 Northern Boulevard

Roslyn, New York 11576-1514

(718) 888-1814

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Lawrence G. Nusbaum, Esq.

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Robert F. Charron, Esq.

Gusrae Kaplan Nusbaum PLLC

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New York, New York 10105

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Tel: (212) 370-1300

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company:

Large accelerated filer " Accelerated filer "
Non-accelerated filer " Smaller reporting company x

Calculation of Registration Fee

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price(1)(2) | Amount of registration Fee (3) (4) |
|---|-------------------------|---|---|------------------------------------|
| Common stock, without par value per share | \$ | | \$7,000,000 | \$ 813 |
| Warrants to purchase shares of common stock (2) | | | \$— | \$ — |
| Common Stock issuable upon exercise of the warrants | | | \$8,769,280 | \$ 1019 |
| Placement Agent Warrants to purchase shares of common stock | | | \$— | \$ — |
| Common Stock issuable upon exercise of the Placement Agent Warrants | | | \$438,464 | \$ 51 |
| Total | | | \$16,207,744 | \$ 1,883 |

(1) Estimated solely for the purpose of calculating the registration fee under Rule 457(o) under the Securities Act.

Pursuant to Rule 416 of the Securities Act, there are also being registered an indeterminable number of additional

(2) securities as may be issued to prevent dilution resulting upon exercise of the warrants pursuant to the anti-dilution provisions in the warrants.

(3) Calculated pursuant to Rule 457(a) under the Securities Act based on an estimate of the proposed maximum aggregate offering price.

(4) \$1,883 was previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall hereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 5 to Registration Statement on Form S-1 (File No. 333-199160) is to file Exhibits 2.1, 4.2, 4.3, 5.1, 5.2, 23.1 and 23.2 to the Registration Statement. No other changes have been made to the Registration Statement or the preliminary prospectus forming part thereof. Accordingly, Parts I and II of the Registration Statement have been omitted from this Amendment No. 5 to Registration Statement on Form S-1.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned on March 3, 2015.

SINO-GLOBAL SHIPPING AMERICA, LTD.

By: /s/ Lei Cao

Name: Lei Cao

Title: Chief Executive Officer (Principal Executive Officer)

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lei Cao and Anthony S. Chan, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Registration Statement or Amendment thereto on Form S-1.

| SIGNATURE | TITLE | DATE |
|--|---|---------------|
| /s/ Lei Cao Lei Cao | Chief Executive Officer and Director (Principal Executive Officer) | March 3, 2015 |
| /s/ Anthony S. Chan Anthony S. Chan | Acting Chief Financial Officer (Principal Accounting and Financial Officer) and Director | March 3, 2015 |
| /s/ Jing Wang Jing Wang | Director | March 3, 2015 |

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| | | |
|--------------------------|----------|---------------|
| /s/ Ming Zhu Ming Zhu | Director | March 3, 2015 |
|--------------------------|----------|---------------|

| | | |
|----------------------------------|----------|---------------|
| /s/ Tieliang Liu Tieliang Liu | Director | March 3, 2015 |
|----------------------------------|----------|---------------|

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EXHIBIT INDEX

| Number | Exhibit |
|--------|--|
| 2.1 | Placement Agency Agreement. + |
| 3.1 | First Amended and Restated Articles of Incorporation of Sino-Global Shipping America, Ltd.(1) |
| 3.2 | Bylaws of Sino-Global Shipping America, Ltd. (2) |
| 4.1 | Specimen Certificate for Common Stock. (2) |
| 4.2 | Form of warrant to be issued to investors in the offering. + |
| 4.3 | Form of Placement Agent warrant. + |
| 4.4 | Form of warrant agent agreement. + |
| 5.1 | Opinion of Kaufman & Canoles. + |
| 5.2 | Opinion of Gusrae Kaplan Nusbaum PLLC. + |
| 10.1 | Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China. (2) |
| 10.2 | Exclusive Marketing Agreement by and between Trans Pacific and Sino-China. (2) |
| 10.3 | Proxy Agreement by and among Lei Cao, Mingwei Zhang, the Company and Sino-China. (2) |
| 10.4 | Equity Interest Pledge Agreement by and among Trans Pacific, Lei Cao and Mingwei Zhang. (2) |
| 10.5 | Exclusive Equity Interest Purchase Agreement by and among the Company, Lei Cao, Mingwei Zhang and Sino-China. (2) |
| 10.6 | First Amended and Restated Exclusive Management Consulting and Technical Services Agreement by and between Trans Pacific and Sino-China. (2) |
| 10.7 | First Amended and Restated Exclusive Marketing Agreement by and between Trans Pacific and Sino-China. (2) |
| 10.8 | The Company's 2008 Stock Incentive Plan. (2) |
| 10.9 | The Company's 2014 Stock Incentive Plan. (3) |
| 14.1 | Code of Ethics of the Company.(4) |
| 21.1 | List of subsidiaries of the Company.(5) |
| 23.1 | Consent of Kaufman & Canoles (included in Exhibit 5.1). + |
| 23.2 | Consent of Gusrae Kaplan Nusbaum PLLC (included in Exhibit 5.2). + |
| 23.3 | Consent of Friedman LLP, Independent Registered Public Accounting firm. * |
| 24.1 | Power of Attorney. (on signature page). |

* Previously filed

+ Filed herewith

**To be filed by amendment

(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on January 27, 2014.

(2) Incorporated by reference to the Company's Registration Statement on Form S-1 (File Nos. 333-150858 and 333-148611).

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- (3) Incorporated by reference to the Company's Registration Statement on Form S-8, filed with the SEC on April 23, 2014 (File No. 333-194211).
- (4) Incorporated by reference to the Company's Annual Report on Form 10-KSB filed on September 29, 2008 (File No. 001-34024).
- (5) Incorporated by reference to the Company's Annual Report on Form 10-K filed on September 30, 2014.

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