

CHINA METRO-RURAL HOLDINGS Ltd  
Form 6-K  
August 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**  
**THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2012

Commission File Number 000-53776

**China Metro-Rural Holdings Limited**

(Translation of registrant's name into English)

Suite 2208, 22/F Sun Life Tower,

The Gateway, 15 Canton Road,

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**Tsimshatsui, Kowloon, Hong Kong**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

The information included in the Report on Form 6-K is incorporated by reference into the registration statement on Form F-3 (File No. 333-171825).

Attached hereto and incorporated by reference herein is a notice to the holders of warrants to purchase Ordinary Shares relating to an adjustment of the exercise price of such warrants.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 20, 2012

**CHINA METRO-RURAL HOLDINGS LIMITED**

By */s/ Sio Kam Seng*  
Sio Kam Seng

Executive Director and Chairman of the Board and Chief  
Executive Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                               |
|---------------------------|--|
| 99.1                      | Notice to warrant holders dated August 20, 2012. |