

The9 LTD  
Form S-8 POS  
December 16, 2010

As filed with the Securities and Exchange Commission on December 16, 2010

Registration No. 333-127700

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

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
The9 Limited  
(Exact name of registrant as specified in its charter)**

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**Building No. 3, 690 Bibo Road  
Zhang Jiang Hi-Tech Park  
Pudong New Area, Pudong  
Shanghai 201203  
People's Republic of China**  
(Address of Principal Executive Offices)

**Amended 2004 Stock Option Plan**  
(Full title of the plan)

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011**  
(Name and address of agent for service)

**(212) 894-8940**  
(Telephone number, including area code, agent for service)

*Copies to:*  
**David T. Zhang  
Latham & Watkins  
41st Floor, One Exchange Square  
8 Connaught Place, Central  
Hong Kong S.A.R., China  
(852) 2912-2503**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

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**EXPLANATORY NOTE**

The9 Limited (the Registrant ) hereby amends its registration statement on Form S-8 (Registration No. 333-127700) (the Registration Statement ) by filing this Post-Effective Amendment No. 2 to reflect the amendment and restatement of its Amended 2004 Stock Option Plan. The Amended 2004 Stock Option Plan filed herewith as Exhibit 10.1 replaces the Exhibit 10.1 previously filed with the Registration Statement. No additional securities are being registered.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on December 16, 2010.

**The9 Limited**

By: /s/ Jun Zhu  
 Name: Jun Zhu  
 Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jun Zhu		December 16, 2010
Jun Zhu	Chairman and Chief Executive Officer	
/s/ George Lai	(principal executive officer)	December 16, 2010
George Lai	Chief Financial Officer	
/s/ *	(principal financial and accounting officer)	December 16, 2010
Cheung Kin Au-Yeung	Director	
/s/ *		December 16, 2010
Davin Alexander Mackenzie	Director	
/s/ *		December 16, 2010
Chao Y. Wang	Director	
/s/ *		December 16, 2010
Ka Keung Yeung	Director	
/s/ *	Authorized Representative	December 16, 2010
	in the United States	

Name: Donald J. Puglisi  
 Title: Managing Director  
 Puglisi & Associates

\*By /s/ Jun Zhu

Jun Zhu  
 Attorney-in-Fact



**EXHIBIT INDEX**

Exhibit Number	Description
10.1	Amended 2004 Stock Option Plan