

CHINA SOUTHERN AIRLINES CO LTD
Form 20-F/A
December 21, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F/A

(Amendment No.1)

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934**
OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**
For the fiscal year ended December 31, 2011

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**
OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Date of event requiring this shell company report _____

For the transition period from _____ to

Commission file number 1-14660

(Exact name of Registrant as specified in its charter)

CHINA SOUTHERN AIRLINES COMPANY LIMITED

(Translation of Registrant's name into English)

THE PEOPLE'S REPUBLIC OF CHINA

(Jurisdiction of incorporation or organization)

278 JI CHANG ROAD

GUANGZHOU, 510405

PEOPLE'S REPUBLIC OF CHINA

(Address of principal executive offices)

Mr. Xie Bing

Telephone: +86 20 86124462

E-mail: ir@csair.com

Fax: +86 20 86659040

Address: 278 JI CHANG ROAD

GUANGZHOU

PEOPLE'S REPUBLIC OF CHINA, 510405

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

| Title of each class | Name of each exchange on which registered |
|---------------------|---|
|---------------------|---|

| | |
|---|--------------------------------|
| <i>Ordinary H Shares of par value RMB1.00 per share represented by American Depositary Receipts</i> | <i>New York Stock Exchange</i> |
|---|--------------------------------|

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

(Title of Class)

(Title of Class)

SEC 1852 (05-06) **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 7,022,650,000 ordinary A Shares of par value RMB1.00 per share and 2,794,917,000 ordinary H Shares of par value RMB1.00 per share were issued and outstanding as of December 31, 2011.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards Other
as issued by the International Accounting
Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

EXPLANATORY NOTE

This Amendment No. 1 (the "Amendment No. 1") to the annual report of China Southern Airlines Company Limited (the "Registrant") on Form 20-F for the fiscal year ended December 31, 2011, filed on April 27, 2012 (the "Form 20-F"), is being filed solely to re-file Exhibit 4.3, Exhibit 4.4, Exhibit 4.5, and Exhibit 4.6 originally attached to the Form 20-F.

Each of Exhibit 4.3, Exhibit 4.4, Exhibit 4.5, and Exhibit 4.6 to this Amendment No. 1 supersedes and replaces the corresponding exhibit filed with the Form 20-F.

Save as described above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information contained in the Form 20-F or reflect any event that has occurred after the filing of the Form 20-F. In addition, save as described above, all the information contained in the Form 20-F remains unchanged and reflects the disclosures made by the Registrant as of the time when the Form 20-F was filed with the SEC.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on the Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 on its behalf.

CHINA SOUTHERN AIRLINES COMPANY LIMITED

By: **/s/ Si Xian Min**

Name: Si Xian Min

Title: Chairman of the Board of Directors

Date: December 21, 2012

PART III

ITEM 19. EXHIBITS.

Index to Exhibits

| Exhibit No. | Description of Exhibit |
|-------------------|---|
| 1.1 ^o | Restated and Amended Articles of Association of China Southern Airlines Company Limited |
| 4.1 | Form of Director's Service Agreement ⁽¹⁾ |
| 4.2 | Form of Non-Executive Director's Service Agreement ⁽²⁾ |
| 4.3 | Aircraft Acquisition Agreement entered into by and between Xiamen Airlines and Boeing on May 9, 2011*† |
| 4.4 | Aircraft Acquisition Agreement entered into by and between the Company and Boeing on May 31, 2011*† |
| 4.5 | Aircraft Acquisition Agreement entered into by and between the Company and Boeing on February 28, 2012*† |
| 4.6 | Supplemental Agreement No.1 to Purchase Agreement Number PA-03600 entered into by and between the Company and Boeing Company on February 28, 2012*† |
| 8.1 ^o | Subsidiaries of China Southern Airlines Company Limited |
| 11.1 ^o | Code of Ethics (included in Exhibit 4.1) |
| 12.1 | Section 302 Certification of President† |
| 12.2 | Section 302 Certification of Chief Financial Officer† |
| 13.1 | Section 906 Certification of President† |
| 13.2 | Section 906 Certification of Chief Financial Officer† |

* Portions of this document have been omitted pursuant to a confidential treatment request, and the full, unredacted document has been separately submitted to the Securities and Exchange Commission with a confidential treatment request.

† Filed herewith.

Õ Filed with the Registrant's Form 20-F (File No. 001-14660) for the year ended December 31, 2011, filed with the Securities and Exchange Commission on April 27, 2012.

(1) Incorporated by reference to the Exhibit 4.1 to the Registrant's Form 20-F (File No. 001-14660) for the year ended December 31, 2005 filed with the Securities and Exchange Commission on June 30, 2006.

(2) Incorporated by reference to the Exhibit 4.2 to the Registrant's Form 20-F (File No. 001-14660) for the year ended December 31, 2005 filed with the Securities and Exchange Commission on June 30, 2006.