

SHANDA INTERACTIVE ENTERTAINMENT LTD

Form S-8 POS

February 14, 2012

As filed with the Securities and Exchange Commission on February 14, 2012

Registration No. 333-144090

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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SHANDA INTERACTIVE ENTERTAINMENT LIMITED

(Exact name of registrant as specified in its charter)

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

Not Applicable  
(I.R.S. Employer  
Identification No.)

No. 208 Juli Road  
Pudong New Area  
Shanghai 201203, People's Republic of  
China

(Address of principal executive offices, including zip code)

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Shanda Interactive Entertainment Limited 2003 Stock Incentive Plan  
(Full title of the plan)

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CT Corporation System

111 Eighth Avenue, 13th Floor  
New York, NY 10011  
(212) 894-8940

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

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Copy to:  
James C. Lin, Esq.  
Davis Polk & Wardwell LLP  
c/o 18th Floor, The Hong Kong Club Building  
3A Chater Road  
Hong Kong  
(852) 2533-3300

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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. (Check one):

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

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## DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 (this “Amendment”) relates to the Registration Statement on Form S-8 (File No. 333-117864) (the “Registration Statement”) of Shanda Interactive Entertainment Limited (the “Registrant”), which was filed with the Securities and Exchange Commission (the “Commission”) on August 2, 2004 to register 12,662,104 ordinary shares, par value \$0.01 per share, of the Registrant (“Shares”) for offer or sale pursuant to the Registrant’s 2003 Stock Incentive Plan.

On November 22, 2011, the Registrant, Premium Lead Company Limited (“Parent”) and New Era Investment Holding Ltd. (“Merger Sub”) entered into an agreement and plan of merger (the “merger agreement”), which was approved on February 14, 2012 by the shareholders of the Registrant at the extraordinary general meeting. The Registrant and Merger Sub subsequently filed a plan of merger with the Cayman Islands Companies Registrar, which became effective as of February 14, 2012 (the “effective time”), as a result of which Merger Sub merged with and into the Registrant, with the Registrant continuing as the surviving company after the merger as a wholly owned subsidiary of Parent. At the effective time, all outstanding Shares and American depositary shares of the Registrant and all outstanding and unexercised options to purchase Shares pursuant to the Registrant’s 2003 Share Incentive Plan and 2005 Equity Compensation Plan were cancelled.

In connection with the merger, the Registrant has terminated the offering of Shares pursuant to the Registration Statement. In accordance with the undertaking made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement which remain unsold at the termination of the offering, the Registrant hereby files this Amendment to remove from registration all Shares registered under the Registration Statement that remained unsold as of the date of this Amendment.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China on February 14, 2012.

SHANDA INTERACTIVE  
ENTERTAINMENT LIMITED

By: /s/ Grace Wu  
Name: Grace Wu  
Title: Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed by the following persons in the capacities indicated and on February 14, 2012.

Signature	Capacity
/s/ Tianqiao Chen Tianqiao Chen	Chairman and Chief Executive Officer (principal executive officer)
/s/ Grace Wu Grace Wu	Chief Financial Officer (principal financial and accounting officer)
/s/ Danian Chen Danian Chen	Director and Chief Operating Officer
/s/ Qian Qian Chrissy Luo Qian Qian Chrissy Luo	Non-executive Director

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SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Shanda Interactive Entertainment Limited, has signed this Amendment in Newark, Delaware, on February 14, 2012.

PUGLISI & ASSOCIATES

By: /s/ Donald J.  
Puglisi  
Name: Donald J.  
Puglisi  
Title: Managing  
Director

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