

GLOBAL SOURCES LTD /BERMUDA
Form 20-F/A
January 13, 2010

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

FORM 20-F/A
(Amendment No. 2)

(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, 2008
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 000-30678
GLOBAL SOURCES LTD.
(Exact name of Registrant as specified in its charter)

Global Sources Ltd.
(Translation of Registrant's name into English)

Bermuda
(Jurisdiction of incorporation or organization)

Canon's Court
22 Victoria Street
Hamilton, HM 12 Bermuda
(Address of principal executive offices)

David Gillan, Chief Financial Officer
Telephone: (65)-65472620
E-mail: dgillan@globalsources.com
Facsimile: (65) – 65472223

Global Sources Ltd.
c/o Media Data Systems Pte Ltd.
1 Sims Lane, # 08-01, Singapore - 387355
(Name, Telephone, E-mail and /or Facsimile number and Address of Company Contact Person)

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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
Common Shares, \$0.01 Par Value	NASDAQ National Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: NONE

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:

44,543,330 common shares, \$0.01 par value, outstanding as of April 30, 2009.

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

Yes No x

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 x

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 x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x 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 x 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 x International Financial Reporting
Standards as
issued by the International Accounting Other
Standards
Board

If “Other” has been checked in response to the previous questions, indicate by check mark with 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 x

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

EXPLANATORY NOTE

Global Sources Ltd. hereby amends its Annual Report on Form 20-F for the fiscal year ended December 31, 2008 previously filed with the Securities and Exchange Commission on June 26, 2009 (the “Original 20-F Filing”) as amended by Amendment No. 1 filed on Form 20-F/A on July 15, 2009 (“Amendment No. 1”).

Specific Change

- This Amendment No. 2 to the Original 20-F Filing on Form 20-F/A (“Amendment No. 2”) is being filed with respect to Item 19 in Amendment No. 1 in order to attach the certifications required by Rule 13a - 14(a) and Rule 15d-14(a) as exhibits that were not included in Amendment No. 1.

Limited Amendment

Except as specifically and expressly disclosed in this filing, this Amendment No. 2 does not, and does not purport to, amend, update or restate any information in any Items or sections of the Original 20-F Filing or Amendment No. 1, or reflect any events having occurred after the filing of the Original 20-F Filing on June 26, 2009.

All statements in this Explanatory Note are subject to and qualified by the full contents of this Amendment No. 2.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on Form 20-F/A on its behalf.

GLOBAL SOURCES LTD.

By: /s/ David Gillan
David Gillan, Chief Financial Officer

Date: January 13, 2010