

ASIAINFO HOLDINGS INC
Form 10-K/A
March 18, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the fiscal year ended December 31, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the transition period from to .

Commission File Number: 001-15713

ASIAINFO HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

752506390
(I.R.S. Employer
Identification No.)

4th Floor, Zhongdian Information Tower
6 Zhongguancun South Street, Haidian District
Beijing 100086, China
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code +8610 8216 6688

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.01 Par Value
(Title of Each Class)

The NASDAQ Stock Market LLC
(Name of Each Exchange on Which Registered)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition 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

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

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Based on the closing sale price of the common stock on the NASDAQ Global Market on June 30, 2007, the aggregate market value of the voting stock held by non-affiliates of the Registrant was \$420,677,670.40.

The number of shares outstanding of the Registrant's common stock, \$0.01 par value, was 45,153,744 at March 7, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information is incorporated by reference to the Proxy Statement for the Registrant's 2008 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this Form 10-K/A.

EXPLANATORY NOTE

AsiaInfo Holdings, Inc. is filing this Amendment No. 1 on Form 10-K/A (Form 10-K/A) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2007 as filed with the Securities and Exchange Commission on March 14, 2008 (the Original Filing) solely to correct an administrative error in the content of Item 15, Exhibits, Financial Statement Schedules. The following exhibits were missing from our Original Filing and are filed herewith:

| Exhibit Number | Description |
|-----------------------|--|
| 21.1 | Subsidiaries of AsiaInfo Holdings, Inc. |
| 23.1 | Consent of Independent Registered Public Accounting Firm of Deloitte Touche Tohmatsu |
| 31.1 | Certification of Principal Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |
| 31.2 | Certification of Principal Financial Officer required by Rules 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 USC. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 USC. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |

In addition, we have filed the following exhibits herewith:

| Exhibit Number | Description |
|-----------------------|--|
| 31.3 | Certification of Principal Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 18, 2008. |
| 31.4 | Certification of Principal Financial Officer required by Rules 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 18, 2008. |
| 32.3 | Certification of Chief Executive Officer pursuant to 18 USC. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated March 18, 2008. |
| 32.4 | Certification of Chief Financial Officer pursuant to 18 USC. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated March 18, 2008. |

Except as described above, no other changes have been made to the Original Filing and this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures in the Original Filing.

Part III

ITEM 15. Exhibits, Financial Statement Schedules Financial Statements and Financial Statement Schedules

The financial statements as set forth under Item 8 of this report on Form 10-K are incorporated herein by reference.

Exhibits

The following exhibits are filed as a part of this Report.

| Exhibit Number | Description |
|-----------------------|---|
| 3.1 (1) | Certificate of Incorporation of AsiaInfo Holdings, Inc., dated June 8, 1998 |
| 3.2 (1) | Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated August 27, 1999 |
| 3.3 (2) | Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated November 15, 2000 |
| 3.4 (2) | Certificate of Correction to Certificate of Amendment to Certificate of Incorporation of AsiaInfo Holdings, Inc., dated January 18, 2001 |
| 3.5 (5) | Amended and Restated By-Laws of AsiaInfo Holdings, Inc., dated April 24, 2007 |
| 4.1 (1) | Specimen Share Certificate representing AsiaInfo Holdings, Inc. shares of common stock |
| 10.1 | Lease of AsiaInfo s headquarters at 6 Zhongguancun South Street, Beijing, China, dated October 20, 2006(English Translation) |
| 10.2 (4) | Master Executive Employment Agreement between AsiaInfo Holdings, Inc. and Steve Zhang dated April 1, 2004* |
| 10.3 (4) | Change of Control Severance Agreement between AsiaInfo Holdings, Inc. and Steve Zhang dated April 1, 2004* |
| 10.4 (7) | Acquisition Agreement between AsiaInfo Holdings, Inc. and Lenovo Group Limited dated July 27, 2004 |
| 10.5 (5) | Supplement and Amendment No.1 to Acquisition Agreement dated as of October 1, 2004 |
| 10.6 (8) | Trademark License Agreement between Bonson Information Technology Limited and Lenovo (Beijing) Limited dated October 19, 2004 |
| 10.7 (8) | Patent, Copyright and Technology License Agreement between Lenovo (Beijing) Limited, Legend Holdings Limited, Bing Yu and Zheng Wang dated October 19, 2004 |
| 10.8 (8) | Patent Assignment Agreement between Lenovo (Beijing) Limited, Legend Holdings Limited, Bing Yu and Zheng Wang dated October 19, 2004 |
| 10.9 (8) | Exclusive Business Cooperation Agreement between Lenovo-AsiaInfo Technologies, Inc. and Lenovo Computer System and Technology Services Co., Ltd. dated October 19, 2004 |
| 10.10 (8) | Share Pledge Agreement between Lenovo-AsiaInfo Technologies, Inc., Lenovo (Beijing) Limited and Lenovo Computer System and Technology Services Co., Ltd. dated October 19, 2004 |
| 10.11 (8) | Share Pledge Agreement between Lenovo-AsiaInfo Technologies, Inc., Lenovo Manufacturing Limited and Lenovo Computer System and Technology Services Co., Ltd. dated October 19, 2004 |
| 10.12 (8) | Equity Transfer Arrangement Agreement between Lenovo-AsiaInfo Technologies, Inc., Lenovo Group Limited, Lenovo (Beijing) Limited, Lenovo Manufacturing Limited, Lenovo Computer System and Technology Services Co., Ltd. and Bonson Information Technology Limited dated October 19, 2004 |
| 10.13 (8) | Power of Attorney executed by Lenovo (Beijing) Limited dated October 19, 2004 |
| 10.14 (8) | Power of Attorney executed by Lenovo Manufacturing Limited dated October 19, 2004 |
| 10.15 (8) | Loan Agreement between Lenovo-AsiaInfo Technologies, Inc. and Legend Holdings Limited dated October 19, 2004 |
| 10.16 (9) | AsiaInfo Holdings, Inc. 2005 Stock Incentive Plan, as amended through April 8, 2005* |
| 10.17 (10) | Power of Attorney executed by Legend Holdings Limited dated December 2, 2004 |

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| Exhibit Number | Description |
|-----------------------|---|
| 10.18 (10) | Exclusive Business Cooperation Agreement between Lenovo-AsiaInfo Technologies, Inc. and Lenovo Security Technologies (Beijing), Inc. dated December 2, 2004 |
| 10.19 (10) | Share Pledge Agreement between Lenovo-AsiaInfo Technologies, Inc., Legend Holdings Limited and Lenovo Security Technologies (Beijing), Inc. dated December 2, 2004 |
| 10.20 (10) | Equity Transfer Arrangement Agreement between Lenovo-AsiaInfo Technologies, Inc., Legend Holdings Limited and Lenovo Security Technologies (Beijing), Inc. dated December 2, 2004 |
| 10.21 (10) | Loan Agreement executed by Lenovo-AsiaInfo Technologies, Inc. and Zheng Wang dated October 19, 2004 |
| 10.22 (10) | Power of Attorney executed by Zheng Wang dated December 2, 2004 |
| 10.23 (10) | Share Pledge Agreement between Lenovo-AsiaInfo Technologies, Inc., Zheng Wang and Lenovo Security Technologies (Beijing), Inc. dated December 2, 2004 |
| 10.24 (10) | Exclusive Option Agreement between Lenovo-AsiaInfo Technologies, Inc., Zheng Wang and Lenovo Security Technologies (Beijing), Inc. dated December 2, 2004* |
| 10.25 (11) | Frame Contract by and among James Ding, Lenovo-AsiaInfo Technologies, Inc., Lenovo Security Technologies (Beijing), Inc. and Jian Qi, dated June 2, 2006 |
| 10.26 (11) | Equity Interest Transfer Agreement between James Ding and Jian Qi, dated June 2, 2006 |
| 10.27 (11) | Exclusive Option Agreement by and among Lenovo-AsiaInfo Technologies, Inc., Jian Qi and Lenovo Security Technologies (Beijing), Inc., dated June 2, 2006 |
| 10.28 (11) | Share Pledge Agreement by and among Lenovo-AsiaInfo Technologies, Inc., Jian Qi and Lenovo Security Technologies (Beijing), Inc., dated June 2, 2006 |
| 10.29 (11) | Loan Agreement between Lenovo-AsiaInfo Technologies, Inc. and Jian Qi, dated June 2, 2006 |
| 10.30 (11) | Power of Attorney executed by Jian Qi, dated June 2, 2006 |
| 10.31 | Employment Contract between AsiaInfo Technologies (China), Inc. and Steve Zhang, dated December 8, 2007 (English Translation)* |
| 10.32 | Confidentiality and Non-Competition Agreement between AsiaInfo Technologies (China), Inc. and Steve Zhang, dated December 8, 2007 (English Translation)* |
| 10.33 (12) | Master Executive Employment Agreement between AsiaInfo Holdings, Inc. and Eileen Chu dated January 1, 2007 (filed herewith)* |
| 10.34 (12) | Change of Control Severance Agreement between AsiaInfo Holdings, Inc. and Eileen Chu dated January 1, 2007 (filed herewith)* |
| 10.35 (12) | Employment Contract between AsiaInfo Technologies (China), Inc. and Eileen Chu, dated January 1, 2007 (English Translation) (filed herewith) * |
| 10.36 (12) | Confidentiality and Non-Competition Agreement between AsiaInfo Technologies (China), Inc. and Eileen Chu, dated January 1, 2007 (English Translation) (filed herewith)* |
| 10.37 (12) | Employment Contract between AsiaInfo Technologies (China), Inc. and Yinhu Zhang, dated August 18, 2006 (English Translation) (filed herewith)* |
| 10.38 (12) | Confidentiality and Non-Competition Agreement between AsiaInfo Technologies (China), Inc. and Yinhu Zhang, dated August 18, 2006 (English Translation) (filed herewith)* |
| 10.39 | Employment Contract between Lenovo Security Technologies (Beijing), Inc and Jian Qi, dated February 1, 2006 (English Translation) (filed herewith)* |
| 10.40 | Confidentiality and Non-Competition Agreement between Lenovo Security Technologies (Beijing), Inc. and Jian Qi, dated February 1, 2006 (English Translation) (filed herewith)* |

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| Exhibit Number | Description |
|-----------------------|--|
| 10.41 | Employment Contract between AsiaInfo Technologies (China), Inc. and Feng Liu, dated January 16, 2008 (English Translation) (filed herewith)* |
| 10.42 | Confidentiality and Non-Competition Agreement between AsiaInfo Technologies (China), Inc. and Feng Liu, dated January 16, 2008 (English Translation) (filed herewith)* |
| 10.43 (6) | Master Executive Employment Agreement between AsiaInfo Holdings, Inc. and Jian Qi dated April 1, 2004* |
| 10.44 (6) | Change of Control Severance Agreement between AsiaInfo Holdings, Inc. and Jian Qi dated April 1, 2004* |
| 11.1 | Statement regarding computation of per share earnings (included in Note 15 to the consolidated financial statements in this report) |
| 21.1 | Subsidiaries of AsiaInfo Holdings, Inc. |
| 23.1 | Consent of Independent Registered Public Accounting Firm of Deloitte Touche Tohmatsu |
| 24.1 | Power of Attorney (included on signature page to this report) |
| 31.1 | Certification of Principal Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |
| 31.2 | Certification of Principal Financial Officer required by Rules 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated March 14, 2008. |
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* Management contract, or compensatory plan or arrangement.

- (1) Incorporated by reference to our Registration Statement on Form S-1 (No.333-93199).
- (2) Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2000.
- (3) Incorporated by reference to our Quarterly Report on Form 10-Q filed on August 14, 2003.
- (4) Incorporated by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004.
- (5) Incorporated by reference to our Current Report on Form 8-K filed on April 25, 2007.
- (6) Incorporated by reference to our Quarterly Report on Form 10-Q filed on May 10, 2004.
- (7) Incorporated by reference to our Quarterly Report on Form 10-Q filed on August 9, 2004.
- (8) Incorporated by reference to our Quarterly Report on Form 10-Q filed on November 9, 2004.
- (9) Incorporated by reference to our Revised Proxy Statement for the 2004 Annual Meeting of Stockholders filed on April 14, 2004.
- (10) Incorporated by reference to our Quarterly Report on Form 10-Q filed on May 10, 2005.
- (11) Incorporated by reference to our Quarterly Report on Form 10-Q filed on August 9, 2006.
- (12) Incorporated by reference to our Annual Report on Form 10-K filed on March 14, 2007.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, AsiaInfo Holdings, Inc. has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 14, 2008.

ASIAINFO HOLDINGS, INC.

By: /s/ EILEEN CHU
Name: Eileen Chu
Title: Chief Financial Officer (duly authorized officer and principal financial officer)

POWER OF ATTORNEY

KNOW BY ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James Ding his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all Amendments hereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ JAMES DING James Ding | Board Member and Chairman of the Board | March 14, 2008 |
| /s/ STEVE ZHANG Steve Zhang | Board Member, President and Chief Executive Officer (principal executive officer) | March 14, 2008 |
| /s/ EILEEN CHU Eileen Chu | Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) | March 14, 2008 |
| /s/ YUNGANG LU Yungang Lu | Board Member | March 14, 2008 |
| /s/ DAVIN MACKENZIE Davin Mackenzie | Board Member | March 14, 2008 |
| /s/ TAO LONG Tao Long | Board Member | March 14, 2008 |
| /s/ TOM MANNING Tom Manning | Board Member | March 14, 2008 |
| /s/ EDWARD TIAN Edward Tian | Board Member | March 14, 2008 |
| /s/ ANDERS CHEUNG Anders Cheung | Board Member | March 14, 2008 |

/s/ Yichen Zhang
Yichen Zhang

Board Member

March 14, 2008

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, AsiaInfo Holdings, Inc. has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 18, 2008.

ASIAINFO HOLDINGS, INC.

By: /s/ EILEEN CHU
Name: **Eileen Chu**
Title: **Chief Financial Officer (duly authorized officer and principal financial officer)**

INDEX TO EXHIBITS:

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