

ASIAINFO HOLDINGS INC
Form 8-K
May 03, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 29, 2010

AsiaInfo Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-15713
(Commission File Number)

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

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4th Floor, Zhongdian Information Tower, 6 Zhongguancun South Street

Haidian District, Beijing 100086, China

(Address of principal executive offices)

+8610 8216 6688

Registrant's telephone number, including area code

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 29, 2010, AsiaInfo Holdings, Inc. (the Company) held a special meeting of its stockholders to consider and vote upon the following matters related to its proposed acquisition (the Combination) of Linkage Technologies Investment Limited (Linkage Technologies) and its subsidiaries from Linkage Technologies International Holdings (Linkage Cayman).

1. A proposal (the Consideration Proposal) to approve the payment of US\$60 million and the issuance of 26,832,731 shares of common stock of the Company (together, the Consideration) to Linkage Cayman, which Consideration will be distributed to Linkage Cayman's existing shareholders as consideration for the Company's purchase of 100% of the outstanding share capital of Linkage Technologies pursuant to that certain Business Combination Agreement by and among the Company, Linkage Cayman, certain shareholders of Linkage Cayman and Libin Sun as agent for the shareholders of Linkage Cayman dated December 4, 2009;
2. A proposal (the Name Change Proposal) to approve the change of the name of the Company following the completion of the Combination to AsiaInfo-Linkage, Inc.; and
3. A proposal (the Adjournment Proposal) to adjourn or postpone the special meeting, if necessary or appropriate, including to solicit additional proxies in the event there are not sufficient votes in favor of adoption of the Consideration Proposal or the Name Change Proposal at the time of the special meeting.

The following is a summary of the results of the votes cast at the special meeting:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------------|------------------|----------------------|--------------------|-------------------------|
| <i>Consideration Proposal</i> | 32,925,983 | 29,177 | 16,914 | N/A |
| <i>Name Change Proposal</i> | 32,918,354 | 40,531 | 13,189 | N/A |
| <i>Adjournment Proposal</i> | 32,357,191 | 593,027 | 21,856 | N/A |

The votes in favor of approval and adoption of each of the Consideration Proposal and the Name Change Proposal represented approximately 99.9% of the shares voted at the special meeting and approximately 69.6% of the outstanding shares of the Company's common stock as of March 11, 2010, the record date for the special meeting. Accordingly, the Consideration Proposal and the Name Change Proposal were approved and adopted, and it was unnecessary for the Company to act upon the Adjournment Proposal.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AsiaInfo Holdings, Inc.

Date: May 3, 2010

Name: */s/ WEI LI*
Wei Li
Title: **Vice President and Chief Financial Officer**