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KONGZHONG CORP
Form 8-A12G
June 29, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

KONGZHONG CORPORATION
(Exact name of registrant as specified in its charter)

CAYMAN ISLANDS
(State or other jurisdiction of incorporation or organization)

NOT APPLICABLE
(I.R.S. employer identification number)

8/F, TOWER A, YUETAN BUILDING
NO. 2 YUETAN NORTH STREET
BEIJING, CHINA 100045
(8610) 6808-1818
(Address of principal executive offices)

NOT APPLICABLE
(zip code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [X]

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS FORM
RELATES: 333-116172

(If applicable).

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

None
(Title of Class)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

Ordinary shares, par value \$0.0000005 per share

Nasdaq National Market*

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* Not for trading, but only in connection with the quotation on the Nasdaq National Market of American Depositary Shares, each representing 40 ordinary shares.

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the securities to be registered that appears under the captions "Description of share capital" and "Description of American Depositary Shares" contained in the prospectus constituting Part I of the registrant's registration statement on Form F-1 (No. 333-116172), as filed under the Securities Act of 1933 on June 4, 2004, as amended, is hereby incorporated by reference in answer to this item.

ITEM 2. EXHIBITS.

1. Copy of Specimen of Share Certificate (incorporated by reference from Exhibit 4.1 to the registrant's registration statement on Form F-1).
2. Amended and Restated Memorandum and Articles of Association (incorporated by reference from Exhibit 3.1 to the registrant's registration statement on Form F-1).
3. Shareholders Agreement (incorporated by reference from Exhibit 4.4 to the registrant's registration statement on Form F-1).
4. Form of Deposit Agreement among the registrant, Citibank, N.A., as depositary, and the Holders and Beneficial Owners of American Depositary Shares hereunder, including the form of American Depositary Receipt) (incorporated by reference from Exhibit 1 to the registrant's registration statement on Form F-6).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

KongZhong Corporation

Date: June 29, 2004

By: /s/ Yunfan Zhou

Name: Yunfan Zhou

Title: Chairman and Chief Executive Officer