

SUBAYE, INC.  
Form 8-K  
November 06, 2009

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

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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): November 6, 2009

SUBAYE, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

333-62236  
(Commission File Number)

35-2089848  
(IRS Employer Identification No.)

349 Dabeilu, Shiqiao, Panyu,  
Guangzhou,  
Guangdong, China 511400  
(Address of principal executive offices) (Zip Code)

(86) 20-3999-0266  
Registrant's telephone number, including area code

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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 6, 2009, Subaye, Inc. (the “Company”) entered into a Share Exchange Agreement with certain shareholders of its subsidiary, Subaye.com, Inc., a Delaware corporation (“Subaye”). Pursuant to the terms of the Share Exchange, the Company issued 3,408,852 shares of its common stock in exchange for all outstanding shares of common stock of Subaye the Company did not already own (the “Share Exchange”). As a result of the Share Exchange, Subaye became a wholly-owned subsidiary of the Company.

The press release announcing the Share Exchange is attached as Exhibit 99.1 on this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1

Press Release of Subaye, Inc., dated November 6, 2009.

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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.

Dated: November 6, 2009

SUBAYE, INC.

By: /s/ Zhiguang Cai

Name: Zhiguang Cai

Title: Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release of Subaye, Inc., dated November 6, 2009.

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