

NETWORK CN INC  
Form 8-K  
September 19, 2011

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): September 19, 2011 (September 16, 2011)

NETWORK CN INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

000-30264  
(Commission File Number)

90-0370486  
(IRS Employer Identification  
No.)

Suite 3908, Shell Tower, Times Square  
1 Matheson Street, Causeway Bay, Hong Kong  
(Address of principal executive offices)

(852) 2833-2186  
(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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 16, 2011, Network CN Inc., a Delaware corporation (the “Company”), filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to effect a 1-for-5 reverse stock split of the Company’s outstanding common stock. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein. The new CUSIP number for the Company’s common stock is 64125G 209.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Description

No.

3.1	Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on September 16, 2011
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SIGNATURES

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: September 19, 2011

NETWORK CN INC.

By: /s/ Earnest Leung  
Earnest Leung  
Chief Executive Officer

EXHIBIT INDEX

Exhibit No. Description

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