

Giant Interactive Group Inc.
Form S-8 POS
July 18, 2014

As filed with the Securities and Exchange Commission on July 18, 2014

Registration No. 333-148934

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

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Giant Interactive Group Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands
(state or other jurisdiction of

Not Applicable
(I.R.S. Employer

Incorporation or Organization) **Identification No.)**
12/F No. 3 Building, 700 Yishan Road
Shanghai 200233
People s Republic of China
(Address of principal executive office)

Giant Interactive Group Inc.
2007 Performance Incentive Plan
Giant Interactive Group Inc.
Employee Share Option Scheme
(Full Title of the Plan)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940
(Name, address and telephone number of agent for service)

Copies to:
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions 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

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

Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the **Post-Effective Amendment**) relates to the registration statement on Form S-8 (File No. 333-148934) (the **Registration Statement**), which was filed with the Securities and Exchange Commission by Giant Interactive Group Inc., a company established under the laws of the Cayman Islands (the **Registrant**), and became effective on January 30, 2008. Under the Registration Statement, a total of 7,800,000 ordinary shares of the Registrant, par value \$0.0000002 per share (the **Ordinary Shares**) were registered for issuance upon exercise of options granted or to be granted pursuant to the Registrant's 2007 Performance Incentive Plan (the **Plan**), and a total of 8,258,100 Ordinary Shares were registered for issuance upon exercise of options granted or to be granted pursuant to the Registrant's Employee Share Option Scheme (the **Scheme**). This Post-Effective Amendment is being filed for the sole purpose of deregistering any unissued securities previously registered under the Registration Statement and issuable under the Plan and the Scheme.

On March 17, 2014, the Registrant entered into an Agreement and Plan of Merger with Giant Investment Limited (**Parent**) and Giant Merger Limited (**Merger Sub**), a wholly owned subsidiary of Parent, which was amended by Amendment No.1 to the Agreement and Plan of Merger, dated as of May 12, 2014 (as amended, the **Merger Agreement**). On July 14, 2014, at an extraordinary general meeting, the shareholders of the Registrant voted to adopt the Merger Agreement and the transactions contemplated thereby, as contemplated by the Merger Agreement.

On July 18, 2014 (the **Effective Time**), pursuant to the Merger Agreement, Merger Sub was merged with and into the Registrant (the **Merger**), with the Registrant continuing as the surviving corporation and a wholly owned subsidiary of Parent. Upon the completion of the Merger, all outstanding Ordinary Shares and American depositary shares of the Registrant and all outstanding and unexercised options to purchase Ordinary Shares pursuant to the Plan and the Scheme were cancelled.

As a result of the Merger, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. The Registrant hereby removes from registration, by means of this Post-Effective Amendment, any and all of the securities registered under the Registration Statement which remain unsold as of the Effective Time.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China on July 18, 2014.

Giant Interactive Group Inc.

By: /s/ Jazy Zhang

Name: Jazy Zhang

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|---------------|
| /s/ Yuzhu Shi Yuzhu Shi | Chairman of the Board | July 18, 2014 |
| /s/ Wei Liu Wei Liu | Director, Chief Executive Officer (principal executive officer) | July 18, 2014 |
| /s/ Xuefeng Ji Xuefeng Ji | Director, President | July 18, 2014 |
| /s/ Jazy Zhang Jazy Zhang | Chief Financial Officer (principal financial and accounting officer) | July 18, 2014 |
| /s/ Wei Ying Wei Ying | Director | July 18, 2014 |
| /s/ Gordon Sun Kan Shaw Gordon Sun Kan Shaw | Director | July 18, 2014 |
| /s/ Bing Yuan Bing Yuan | Director | July 18, 2014 |

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in Newark, Delaware on July 18, 2014.

Puglisi & Associates

By: /s/ Donald J. Puglisi
Donald J. Puglisi
Managing Director