

CHINA EDUCATION ALLIANCE INC.  
Form 8-K  
May 19, 2009

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): May 18, 2009

CHINA EDUCATION ALLIANCE, INC.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| North Carolina<br>(State or other jurisdiction<br>of incorporation) | 000-52092<br>(Commission<br>File Number) | 56-2012361<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                      |
|---|----------------------|
| 58 Heng Shan Road, Kun Lun Shopping<br>Mall<br>Harbin, People's Republic of China<br>(Address of principal executive offices) | 150090<br>(Zip Code) |
|---|----------------------|

Registrant's telephone number, including area code: 86-451-8233-5794

Copies to:  
Benjamin Tan, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32 Floor  
New York, New York 10006  
Phone: (212) 930-9700  
Fax: (212) 930-9725

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))
-

Item 2.02

Results of Operations and Financial Condition.

On May 18, 2009, China Education Alliance, Inc., a North Carolina corporation (the "Company"), announced its results of operations for the first quarter ended March 31, 2009. A copy of the Company's May 18, 2009 press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, May 18, 2009, issued by China Education Alliance, Inc.

SIGNATURES

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

CHINA EDUCATION ALLIANCE, INC.

Dated: May 19, 2009

By: /s/ Susan Liu  
Name: Susan Liu  
Title: Chief Financial Officer