

CHINA EDUCATION ALLIANCE INC.
Form 3
August 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LIU SUSAN		(Month/Day/Year)	CHINA EDUCATION ALLIANCE INC. [ceua]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
805 5615 HAMPTON PLACE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			<input checked="" type="checkbox"/> Form filed by One Reporting Person
VANCOUVER,Â A1Â V6T2H1			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	
			(give title below) (specify below)	
			Chief Financial Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Options to Purchase Shares of Common Stock ⁽¹⁾	07/01/2008 ⁽¹⁾	06/02/2009	Common Stock	10,000	\$ 3.05	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIU SUSAN 805 5615 HAMPTON PLACE VANCOUVER, Â A1Â V6T2H1	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Susan Liu 08/04/2008

 **Signature of
Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 2, 2008, Susan Liu (the "Reporting Person") was appointed as Chief Financial Officer of China Education Alliance, Inc (the "Company"). The Reporting Person's compensation as Chief Financial Officer is set forth in an employment agreement between the

- (1) Reporting Person and the Company dated June 2, 2008. Under that agreement, the Reporting Person is to receive compensation including options to purchase a total of 10,000 shares of common stock of the Company, such options to vest monthly in equal installments commencing from June 2, 2008 through June 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.