

ASIAINFO HOLDINGS INC
Form 8-K
December 30, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): December 30, 2008

AsiaInfo Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

001-15713
(Commission File Number)

752506390
(I.R.S. Employer

of incorporation)

4th Floor, Zhongdian Information Tower, 6 Zhongguancun South Street

Identification No.)

Haidian District, Beijing 100086, China

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(Address of Principal Executive Offices)

Registrant's telephone number, including area code +8610 8216 6688

(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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The Company today announced that Mr. Yichen Zhang has resigned as a director of the Company as of December 25, 2008. Mr. Yichen Zhang was a member of the Nomination and Corporate Governance Committee of the Company's Board of Directors. Mr. Zhang's resignation was not related to any disagreement or dispute with the Company. A copy of the press release announcing the resignation of Mr. Zhang is furnished as Exhibit 99.1 hereto and is incorporated herein by reference. A copy of the resignation letter from Yichen Zhang dated as of December 24, 2008 is filed as Exhibit 99.2 to this Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit | Description |
|----------------|--------------------|
|----------------|--------------------|

| | |
|------|---|
| 99.1 | Press release dated December 30, 2008 announcing the resignation of Yichen Zhang. |
|------|---|

| | |
|------|---------------------------------------|
| 99.2 | Resignation letter from Yichen Zhang. |
|------|---------------------------------------|

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.

AsiaInfo Holdings, Inc.

Date: December 30, 2008

By: /s/ Eileen Chu

Name: Eileen Chu

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit | Description |
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