#### CHINA EDUCATION ALLIANCE INC. Form 3 November 15, 2007 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB 2225 OF

### 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

3. Issuer Name and Ticker or Trading Symbol

#### (Print or Type Responses)

1. Name and Address of Reporting Person 2. Date of Event

(Month/Day/Year)

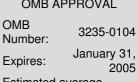
YU XIQUN		Requiring Stater (Month/Day/Yea	CIIIINA LI	CHINA EDUCATION ALLIANCE INC. [CEUA.OB]				
(Last) (First)	(Middle)	12/13/2004		4. Relationship of Reporting Person(s) to Issuer		endment, Date Original nth/Day/Year)		
C/O CHINA EDUCA ALLIANCE, INC.,Â			(Check	all applicable)				
SHAN ROAD, KUN			``					
SHOPPING MALL			_X_ Directo	X 10% Owner				
(Street)					w) Filing(Ch _X_ Form Person	dual or Joint/Group teck Applicable Line) filed by One Reporting filed by More than One		
HEILONGJIANG,Â	F4A 150090				Reporting	Person		
(City) (State)	(Zip)	Та	able I - Non-Deriva	tive Securitie	es Beneficiall	y Owned		
1.Title of Security (Instr. 4)		Be	Amount of Securities eneficially Owned astr. 4)	Ownership	4. Nature of Ind Ownership (Instr. 5)	irect Beneficial		
Common Stock, \$0.0	)01 par value p	per share 12	2,683,333 (1) (2)	D	Â			
Reminder: Report on a se owned directly or indirect	-	h class of securiti	es beneficially S	EC 1473 (7-02)				
info req cur	ormation contai uired to respor rently valid OM	ond to the colle ined in this form ad unless the fo B control numb ities Beneficially	n are not orm displays a	warrants, opti	ons, convertible	securities)		
1. Title of Derivative Sec (Instr. 4)	•	e Exercisable and tion Date	3. Title and Amount of Securities Underlying	f 4. Conversion	5. n Ownership	6. Nature of Indirect Beneficial Ownership		

**Derivative Security** 

or Exercise

Form of

(Instr. 5)



Expires: 2005 Estimated average burden hours per response... 0.5

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		(Instr. 4)		Price of	Derivative
Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YU XIQUN C/O CHINA EDUCATION ALLIANCE, INC. 58 HENG SHAN ROAD, KUN LUN SHOPPING MALL HARBIN, HEILONGJIANG, F4 150090	ÂX	ÂX	President & CEO	Â

# Signatures

/s/ Xiqun Yu 11/15/2007

\*\*Signature of

Date

### Reporting Person

# **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). \*\*

An initial Form 3 was required to be filed within 10 calendar days of December 13, 2004, the closing of the Plan of Exchange between China Education Alliance, Inc. (the "Company"), Zhong He Li Da Education Technology, Inc., a corporation organized and existing

under the laws of the People's Republic of China ("ZHLD") and Duane Bennett. The Reporting Person is filing this initial Form 3 on (1) November 15, 2007, and it reflects his shareholdings as of such date. There has been no other reportable change in beneficial ownership of the Reporting Person since December 13, 2004. The numbers herein have been adjusted to reflect a 1-for-3 reverse stock split which was effective as of October 12, 2007.

Includes 944,444 shares of common stock (the "Escrow Shares"), which the Reporting Person has placed in escrow pursuant to the terms of a certain Securities Purchase Agreement dated as of May 8, 2007, as amended on May 23, 2007 and June 8, 2007 (the "Purchase Agreement"), between the Company and certain investors parties thereto, and a certain Escrow Agreement dated as of May 2007,

(2) between the Company, the Reporting Person, Sichenzia Ross Friedman Ference LLP, as Escrow Agent, and other persons parties thereto. All or a portion of the Escrow Shares will be released from escrow and delivered to the Company, based on a formula set forth in the Purchase Agreement, for cancellation, if the Company does not meet certain levels of EBITDA for the year ended December 31, 2007. If such EBITDA levels are met, the Escrow Shares will be returned to the Reporting Person.

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.