

CHINA METRO-RURAL HOLDINGS Ltd
Form 6-K
August 16, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2011

Commission File Number 000-53776

China Metro-Rural Holdings Limited

(Translation of registrant's name into English)

Suite 2208, 22/F Sun Life Tower,

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The Gateway, 15 Canton Road,

Tsimshatsui, Kowloon, Hong Kong

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): _____

The information included in the Report on Form 6-K is incorporated by reference into the registration statement on Form F-3 (File No. 333-171825).

Attached hereto and incorporated by reference herein is a press release dated August 16, 2011 announcing the closing of a private placement under Regulation S.

Attached hereto and incorporated by reference herein is a notice to the holders of warrants to purchase Ordinary Shares relating to an adjustment of the exercise price of such warrants.

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, thereunto duly authorized.

Date: August 16, 2011

CHINA METRO-RURAL HOLDINGS LIMITED

By

/s/ Sio Kam Seng
Sio Kam Seng

Executive Director and Vice Chairman of the

Board and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press release dated August 16, 2011 announcing the closing of a private placement under Regulation S.
99.2	Notice to warrant holders dated August 16, 2011.