

SHANDA INTERACTIVE ENTERTAINMENT LTD  
Form 6-K  
September 28, 2006

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**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 September, 2006

**Shanda Interactive Entertainment Limited**

(Translation of registrant's name into English)

No. 1 Office Building, No. 690 Bibo Road, Pudong New Area, Shanghai, China  
201203

(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): n/a

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## 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.

Shanda Interactive Entertainment Limited

Date: September 28, 2006

By: Tianqiao Chen

Name: Tianqiao Chen

Title: Chief Executive Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Notice of Annual General Meeting of Shareholders and Proxy Statement for 2006 Annual General Meeting (“Notice and Proxy Statement”) |
| 99.2               | Form of Proxy Card for Holders of Ordinary Shares   |
| 99.3               | Form of Voting Instruction Card to The Bank of New York for Holders of American Depositary Shares                                   |

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