

CHINA EDUCATION ALLIANCE INC.

Form 3

August 04, 2008

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Â LIU SUSAN

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

06/02/2008

3. Issuer Name **and** Ticker or Trading Symbol

CHINA EDUCATION ALLIANCE INC. [ceua]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Chief Financial Officer6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

805 5615 HAMPTON PLACE

(Street)

VANCOUVER,Â A1Â V6T2H1

(City)

(State)

(Zip)

**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)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)Date Exercisable  
Date Expiration3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIU SUSAN			Â Chief	
805 5615 HAMPTON PLACE	Â	Â	Financial	Â
VANCOUVER, Â A1 Â V6T2H1			Officer	

## 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.