

Xunlei Ltd  
Form F-6  
June 12, 2014

**As filed with the Securities and Exchange Commission on June 12, 2014. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For American Depositary Shares

**XUNLEI LIMITED**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK MELLON**

(Exact name of depositary as specified in its charter)

One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York Mellon**

**ADR Division**

**One Wall Street, 11<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Brian D. Obergfell, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3032**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of<br/>Securities to be registered</b> | <b>Amount to be<br/>registered</b> | <b>Proposed maximum<br/>aggregate price per<br/>unit <sup>(1)</sup></b> | <b>Proposed maximum<br/>aggregate offering<br/>price <sup>(1)</sup></b> | <b>Amount of<br/>registration fee</b> |
|---|------------------------------------|---|---|---------------------------------------|
|---|------------------------------------|---|---|---------------------------------------|

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|   |                                  |        |             |          |
|---|----------------------------------|--------|-------------|----------|
| American Depositary Shares<br>representing common shares of<br>Xunlei Limited | 100,000,000                      | \$5.00 | \$5,000,000 | \$644.00 |
|   | American<br>Depositary<br>Shares |        |             |          |

(1) For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

The prospectus consists of the proposed form of American Depositary Receipt (“Receipt”) included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement, which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>   | <u>Location in Form of Receipt<br/>Filed Herewith as<br/>Prospectus</u> |
|--|---|
| 1. Name and address of depositary  | Introductory Article  |
| 2. Title of the depositary shares and identity of deposited securities                             | Face of Receipt, top center   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of depositary shares                | Face of Receipt, upper right corner                                     |
| (ii) The procedure for voting, if any, the deposited securities                                    | Articles number 15, 16 and 18   |
| (iii) The procedure for collection and distribution of dividends                                   | Articles number 4, 12, 13, 15 and 18                                    |
| (iv) The procedure for transmission of notices, reports and proxy soliciting material              | Articles number 11, 15, 16 and 18                                       |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18                                       |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization | Articles number 12, 13, 15, 17 and 18                                   |

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|--|-------------------------------------|
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21           |
| (viii) Rights of holders of depositary shares to inspect the transfer books of the depositary and the list of holders of depositary shares | Article number 11                   |
| (ix) Restrictions upon the right to transfer or withdraw the underlying securities   | Articles number 2, 3, 4, 5, 6 and 8 |
| (x) Limitation upon the liability of the depositary  | Articles number 14, 18, 21 and 22   |

3. Fees and Charges Articles number 7 and 8

Item - 2. Available Information

Public reports furnished by issuer Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3. Exhibits

- Form of Deposit Agreement dated as of \_\_\_\_\_, 2014 among Xunlei Limited, The Bank of New York Mellon, as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. – Filed herewith as Exhibit 1.
- b. Form of letter from The Bank of New York Mellon to Xunlei Limited dated \_\_\_\_\_, 2014 relating to pre-release activities. – Filed herewith as Exhibit 2.
- c. Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. – Not applicable.
- d. Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. – Filed herewith as Exhibit 4.
- e. Certification under Rule 466. – Not applicable.

Item - 4. Undertakings

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the depositary shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of depositary shares thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on June 12, 2014.

Legal entity created by the agreement for the issuance of depositary shares representing common shares of Xunlei Limited.

By: The Bank of New York Mellon,

As Depositary

By: /s/ Joanne Di Giovanni Hawke

Name: Joanne Di Giovanni Hawke

Title: Managing Director



Pursuant to the requirements of the Securities Act of 1933, Xunlei Limited has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Shenzhen, China, on June 12, 2014.

**Xunlei Limited**

By: /s/ Sean Shenglong Zou

Name: Sean Shenglong Zou

Title: Chairman and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Sean Shenglong Zou and Tao Thomas Wu, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his or her name and on his or her behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on June 12, 2014.

/s/ Sean Shenglong Zou    Chairman and Chief Executive Officer  
Sean Shenglong Zou    (principal executive officer)

/s/ Tao Thomas Wu        Chief Financial Officer  
Tao Thomas Wu        (principal financial and accounting officer)

/s/ Hao Cheng            Director  
Hao Cheng

/s/ Qin Liu                Director  
Qin Liu

/s/ Quan Zhou            Director  
Quan Zhou

/s/ Yang Wang            Director

Yang Wang

/s/ Feng Hong            Director  
Feng Hong

/s/ Chuan Wang         Director  
Chuan Wang

/s/ Hongjiang Zhang    Director  
Hongjiang Zhang

/s/ Peng Huang         Director  
Peng Huang

LAW DEBENTURE  
CORPORATE  
SERVICES INC.

Authorized Representative in the United States

By: /s/ Amy Segler  
Name: Amy Segler  
Service of Process Officer

INDEX TO EXHIBITS

Exhibit

Exhibit

Number

- |   |   |
|---|---|
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