

HLS SYSTEMS INTERNATIONAL LTD
Form 8-A12B
July 17, 2007

As filed with the Securities and Exchange Commission on July 17, 2007.

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

HLS SYSTEMS INTERNATIONAL, LTD.
(Exact name of registrant as specified in its charter)

British Virgin Islands
(State of incorporation or
organization)

(I.R.S. Employer Identification No.)

625 Broadway, Suite 1111
San Diego, California
(Address of Principal Executive
Offices)

92101
(Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A(c), check the following box. ☒ x

If this form relates to the registration of a class
of securities pursuant to Section 12(g) of the
Exchange Act and is effective pursuant to
General Instruction A(d), check the following
box. ☐ o

Securities Act registration statement file number to which this form relates:

333-132826
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
To be Registered

Name of Each Exchange on Which
Each Class is to be Registered

**Units (each consisting of one ordinary share
and two warrants)
Ordinary Shares
Stock Purchase Warrants (exercisable to
purchase one ordinary share at a price of \$5.00)**

**The Nasdaq Stock Market LLC
The Nasdaq Stock Market LLC
The Nasdaq Stock Market LLC**

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The information required by this item is contained under the heading "Description of Securities" in the registration statement on Form S-4, as amended (File No. 333-132826). This information is incorporated herein by reference.

Item 2. Index to Exhibits.

- *3.1 Memorandum of Association
- *3.2 Articles of Association
- **4.4 Form of Unit Purchase Option granted to Representative
- **4.5 Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant

*Incorporated by reference from Registration Statement on Form S-4, as amended (File No. 333-132826), which was initially filed with the Securities and Exchange Commission on March 29, 2006.

**Incorporated by reference from Registration Statement on Form S-1, as amended (File No. 333-125016), which was initially filed with the Securities and Exchange Commission on May 17, 2005.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HLS SYSTEMS INTERNATIONAL, LTD.

Date: July 16, 2007

By: /s/ Kerry Propper

Kerry Propper
President