

Edgar Filing: China Networks International Holdings Ltd - Form SC 13G/A

China Networks International Holdings Ltd  
Form SC 13G/A  
February 10, 2012

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2 (b)

(Amendment No. 1)

China Networks International Holdings Ltd.

-----  
(Name of Issuer)

Ordinary Shares, \$.0001 Par Value

-----  
(Title of Class of Securities)

VGG211251027

-----  
(ISIN Number)

December 31, 2011

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

ISIN No. VGG211251027  
-----

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Brian Taylor

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

67,709

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

67,709

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,709

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.16%

12. TYPE OF REPORTING PERSON

IN

ISIN No. VGG211251027

-----

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Pine River Capital Management L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

67,709

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

67,709

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

67,709

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.16%

12. TYPE OF REPORTING PERSON

PN

ISIN No. VGG211251027

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Pine River Master Fund Ltd.\*

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

60,938

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

60,938

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,938

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.15%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

ISIN No. VGG211251027

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Niswaa Acquisition Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,771

7. SOLE DISPOSITIVE POWER

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0

8. SHARED DISPOSITIVE POWER

6,771

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,771

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.02%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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ISIN No. VGG211251027  
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Item 1(a). Name of Issuer:

China Networks International Holdings Ltd.  
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Item 1(b). Address of Issuer's Principal Executive Offices:

9 Dong San Huan Zhong Lu, Suite 1101  
Chaoyang District, Beijing, 100020  
People's Republic of China  
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Item 2(a). Name of Persons Filing:

Brian Taylor  
Pine River Capital Management L.P.  
Pine River Master Fund Ltd.  
Nisswa Acquisition Master Fund Ltd.  
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Item 2(b). Address of Principal Business Office, or if None, Residence:

Brian Taylor  
Pine River Capital Management L.P.  
601 Carlson Parkway  
Suite 330  
Minnetonka, MN 55305  
  
Pine River Master Fund Ltd.  
c/o Pine River Capital Management L.P.  
601 Carlson Parkway  
Suite 330

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Minnetonka, MN 55305

Nisswa Acquisition Master Fund Ltd.  
c/o Pine River Capital Management L.P.  
601 Carlson Parkway  
Suite 330  
Minnetonka, MN 55305

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Item 2(c). Citizenship:

Brian Taylor - United States  
Pine River Capital Management L.P. - Delaware, United States  
Pine River Master Fund Ltd. - Cayman Islands  
Nisswa Acquisition Master Fund Ltd. - Cayman Islands

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Item 2(d). Title of Class of Securities:

Ordinary Shares, \$.0001 Par Value

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Item 2(e). ISIN Number:

VGG211251027

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:

Brian Taylor - 67,709  
Pine River Capital Management L.P. - 67,709  
Pine River Master Fund Ltd. - 60,938  
Nisswa Acquisition Master Fund Ltd. - 6,771  
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(b) Percent of class:

Brian Taylor - 0.16%  
Pine River Capital Management L.P. - 0.16%  
Pine River Master Fund Ltd. - 0.15%  
Nisswa Acquisition Master Fund Ltd. - 0.02%  
-----

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Brian Taylor - 0  
Pine River Capital Management L.P. - 0  
Pine River Master Fund Ltd. - 0  
Nisswa Acquisition Master Fund Ltd. - 0

(ii) Shared power to vote or to direct the vote:

Brian Taylor - 67,709  
Pine River Capital Management L.P. - 67,709  
Pine River Master Fund Ltd. - 60,938  
Nisswa Acquisition Master Fund Ltd. - 6,771

(iii) Sole power to dispose or to direct the disposition of:

Brian Taylor - 0  
Pine River Capital Management L.P. - 0  
Pine River Master Fund Ltd. - 0  
Nisswa Acquisition Master Fund Ltd. - 0

(iv) Shared power to dispose or to direct the disposition of:

Brian Taylor - 67,709  
Pine River Capital Management L.P. - 67,709  
Pine River Master Fund Ltd. - 60,938  
Nisswa Acquisition Master Fund Ltd. - 6,771

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [X].  
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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A  
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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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N/A  
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Item 8. Identification and Classification of Members of the Group.

N/A  
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Item 9. Notice of Dissolution of Group.

N/A  
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Item 10. Certifications.

By signing below, each reporting person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Brian Taylor\*\*  
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Brian Taylor

PINE RIVER CAPITAL MANAGEMENT L.P.\*\*

By: Pine River Capital Management LLC, its general partner

/s/ Brian Taylor  
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By: Brian Taylor  
Title: Sole Member

Pine River Master Fund Ltd.\*\*

/s/ Brian Taylor  
-----

By: Brian Taylor  
Title: Director

Nisswa Acquisition Master Fund Ltd.\*\*

/s/ Brian Taylor  
-----

By: Brian Taylor

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Title: Director

Date: February 10, 2012

\*Effective June 30, 2011, the Reporting Person changed its name from Nisswa Master Fund Ltd. to Pine River Master Fund Ltd.

\*\*The Reporting Persons disclaim beneficial ownership in the common stock reported herein except to the extent of their pecuniary interest therein.

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 10, 2012 relating to the Ordinary Shares, \$.0001 Par Value of China Networks International Holdings Ltd. shall be filed on behalf of the undersigned.

/s/ Brian Taylor

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Brian Taylor

PINE RIVER CAPITAL MANAGEMENT L.P.

By: Pine River Capital Management LLC, its general partner

/s/ Brian Taylor

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By: Brian Taylor

Title: Sole Member

Pine River Master Fund Ltd.

/s/ Brian Taylor

-----

By: Brian Taylor

Title: Director

Nisswa Acquisition Master Fund Ltd.

/s/ Brian Taylor

-----

By: Brian Taylor

Title: Director