

He Guangwen  
Form 4  
May 04, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
He Guangwen

(Last) (First) (Middle)

27/F, BOBO FORTUNE  
CENTER, NO. 368 FURONG  
ROAD (S)

(Street)

CHANGSHA CITY, F4 410007

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HQ Global Education Inc. [HQGE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman, CEO, President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2012		P	4,976,000	A \$ 0.64	19,039,000	I By Global Polytechnic Education Group Limited <sup>(1)</sup>
Common Stock	04/21/2012		P	4,335,500	A \$ 0.64	23,374,500	I By Global Polytechnic Education Group Limited <sup>(2)</sup>
	04/23/2012		P	2,037,000	A <u>(4)</u>	25,411,500	I

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Common  
Stock

By Global  
Polytechnic  
Education  
Group  
Limited <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
He Guangwen 27/F, BOBO FORTUNE CENTER NO. 368 FURONG ROAD (S) CHANGSHA CITY, F4 410007	X	X	Chairman, CEO, President	

## Signatures

/s/ Guangwen  
He 05/04/2012

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

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Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 4,976,000 shares of the Issuer on April 23, 2012. Guangwen He is the sole director and an 80%

- (1) shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.

Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited has the right to acquire 4,335,500 shares of the Issuer subject to satisfaction of certain conditions. Guangwen

- (2) He is the sole director and an 80% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.

Pursuant to share transfer agreements dated April 23, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 2,037,000 shares of the Issuer on April 23, 2012. Guangwen He is the sole director and an 80% shareholder of Nicestar

- (3) International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.

- (4) Minimum price permitted by the laws of Hong Kong Special Administrative Region

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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