Zhong Yabin Form 4 May 04, 2012

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations **SECURITIES** 

burden hours per response... 0.5

may continue. See Instruction 1(b).

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 \* Zhong Yabin

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HQ Global Education Inc. [HQGE]

04/21/2012

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ 10% Owner Director \_ Other (specify Officer (give title

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

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

CHANGSHA CITY, F4 410007

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	curiti	es Acqu	ired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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		Code V	Amount 4,976,000	(D)	Price \$ 0.64	12,596,000	I	By Global Polytechnic Education Group Limited (1)
Common Stock	04/21/2012		P	4,335,500	A	\$ 0.64	16,931,500	I	By Global Polytechnic Education Group Limited (2)
	04/23/2012		P	2,037,000	A	<u>(4)</u>	18,968,500	I	

Common Stock

By Global Polytechnic Education Group Limited (3)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	Securities	3	ate	Amou Under Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne
	Security				Acquired (A) or Disposed						Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
				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			
Zhong Yabin 27/F, BOBO FORTUNE CENTER NO. 368 FURONG ROAD (S) CHANGSHA CITY, F4 410007		X					

## **Signatures**

/s/ Yabin Zhong 05/04/2012 \*\*Signature of Date Reporting Person

#### **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).

**(1)** 

Reporting Owners 2

#### Edgar Filing: Zhong Yabin - Form 4

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. Yabin Zhong is a 20% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her 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 the satisfaction of certain conditions. Yabin

- (2) Zhong is a 20% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her 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. Yabin Zhong is a 20% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her 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. 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.