

China Networks International Holdings Ltd
Form 6-K
November 06, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15b-16 OF

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: November 6, 2009

Commission File Number: 001-34395

China Networks International Holdings Ltd.

(Exact name of registrant as specified in its charter)

China Networks International Holdings Ltd.

(Translation of Registrant's name into English)

9 Dong San Huan Zhong Lu, Suite 1101

Chaoyang District

Beijing, 100020 PRC

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports

under cover Form 20-F or Form 40-F.

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Form 20-F Form 40-F

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the Registrant is submitting this Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form 6-K is also thereby furnishing the information to the

Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes No

EXPLANATORY NOTE

This Report on Form 6-K is being filed by the Registrant to report its interim financial results as of June 30, 2009 and includes a related Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A").

Safe Harbor Statement

This Report on Form 6-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 about the Registrant. Forward-looking statements are statements that are not historical facts and may be identified by the use of forward-looking terminology, including the words "believes," "expects," "intends," "may," "will," "should" or comparable terminology. Such forward-looking statements are based upon the current beliefs and expectations of the Registrant's management and are subject to risks and uncertainties which could cause actual results to differ from the forward-looking statements.

Forward-looking statements are not guarantees of future performance and actual results of operations, financial condition and liquidity, and developments in the industry may differ materially from those made in or suggested by the forward-looking statements contained in this press release. These forward-looking statements are subject to numerous risks, uncertainties and assumptions. The forward-looking statements in this Report speak only as of the date of this Report and might not occur in light of these risks, uncertainties, and assumptions. The Registrant undertakes no obligation and disclaims any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

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**Statement of Operations for three months ended June 30, 2009, March 31, 2009,
and June 30, 2008, and six months ended June 30, 2009 and June 30, 2008**

**Statements of Changes in Stockholders' Equity for the period from March 30, 2007
(inception) through June 30, 2009**

Statements of Cash Flows for the six months ended June 30, 2009 and June 30, 2008

CHINA NETWORKS INTERNATIONAL HOLDINGS LTD.

CONSOLIDATED BALANCE SHEETS

	June 30, 2009 (unaudited)	December 31, 2008
ASSETS		
CURRENT ASSETS		
Cash	\$ 14,783,444	\$ 12,213,131
Restricted cash	44,896,637	-
Accounts receivable	1,345,728	1,881,961
Other receivables and prepaid expenses	1,490,886	271,776
Other receivables from TV Stations	1,702,313	535,631
Loan receivable from related parties	7,597	311,111
Total current assets	64,226,605	15,213,610
PROPERTY & EQUIPMENT, NET	190,683	95,741
PROGRAM RIGHTS, NET	90,300	180,352
PROGRAM INVENTORY	3,158,300	1,566,285
DEFERRED FINANCING COSTS	808,841	1,614,357
INTANGIBLE ASSETS, NET	26,983,803	27,598,987
TOTAL ASSETS	\$ 95,458,532	\$ 46,269,332
LIABILITIES AND EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 747,274	\$ 421,701
Customer deposits	289,926	312,446
Accrued interest	2,435,830	1,267,334
Other payable	1,105,974	13,204
Other payable to TV Stations	15,053,641	16,110,516
Accrued liabilities	2,459,339	2,121,751
Due to related parties	7,126,640	329,280
Notes payable, net	23,897,236	24,808,730
Total current liabilities	53,115,860	45,384,962
DEFERRED TAX LIABILITIES	964,223	312,728
TOTAL LIABILITIES	54,080,083	45,697,690
COMMON STOCK SUBJECT TO REPURCHASE	44,896,637	-
EQUITY		
China Networks International Holdings, Ltd. equity:		
Common stock at \$0.0001 par value; 12,927,888 shares		
authorized, issued and 12,773,688 outstanding at June 30, 2009	1,293	1,293
Additional paid-in capital	-	3,951,746
Accumulated deficit	(5,602,020)	(4,568,284)
Accumulated other comprehensive loss	(57,494)	(70,920)
Less: Treasury stock, 154,200 shares	(1,210,470)	-
Total shareholders' deficit of China Networks International Holdings, Ltd.	(6,868,691)	(686,165)
Non-controlling interest	3,350,503	1,257,807
Total equity	(3,518,188)	571,642
TOTAL LIABILITIES AND EQUITY	\$ 95,458,532	\$ 46,269,332

CHINA NETWORKS INTERNATIONAL HOLDINGS LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

	For the three months ended			For the six months ended	
	June 30, 2009 (unaudited)	March 31, 2009 (unaudited)	June 30, 2008 (unaudited)	June 30, 2009 (unaudited)	June 30, 2008 (unaudited)
NET REVENUE	\$ 4,548,957	\$ 4,962,684	\$ -	\$ 9,511,641	\$ -
COST OF REVENUE	981,974	965,839	-	1,947,813	-
Gross profit	3,566,983	3,996,844	-	7,563,827	-
OPERATING EXPENSES					
Selling expense	82,240	33,681	-	115,921	-
General and administrative expense	1,046,282	1,232,872	87,162	2,279,154	154,106
	1,128,522	1,266,553	87,162	2,395,075	154,106
INCOME (LOSS) FROM OPERATIONS	2,438,461	2,730,291	(87,162)	5,168,752	(154,106)
OTHER INCOME (EXPENSE)					
Other income (expense)	840	(137,402)	-	(136,562)	-
Interest expense	(1,648,604)				