

CHINA EDUCATION ALLIANCE INC.

Form 8-K

February 15, 2008

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

**FORM 8-K  
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

February 12, 2008

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Date of Report (Date of earliest event reported)

**CHINA EDUCATION ALLIANCE, INC.**

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(Exact name of registrant as specified in charter)

North Carolina  
(State or other jurisdiction  
of incorporation)

00-52092  
(Commission File Number)

56-2012361  
(IRS Employer  
Identification No.)

58 Heng Shan Road, Kun Lun Shopping Mall  
Harbin, People's Republic of China 150090

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(Address of principal executive offices)

+86-451-8233-5794

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Registrant's telephone number, including area code:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**SECTION 7 - REGULATION FD DISCLOSURE**

**Item 7.01. Regulation FD Disclosure**

On February 12, 2008, China Education Alliance, Inc. (the "Company") issued a press release issuing financial guidance for 2008. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Current Report on Form 8-K and the exhibits attached hereto shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information or such exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth in or exhibits to this Form 8-K shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01. Financial Statement and Exhibits**

(d) Exhibits

99.1 Press Release of the Company, dated February 12, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHINA EDUCATION ALLIANCE, INC.

Date: February 15, 2008

By: /s/ Xiqun Yu

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Xiqun Yu, Chief Executive Officer and President

**EXHIBIT INDEX**

99.1 Press Release of the Company, dated February 12, 2008