

Perfect World Co., Ltd.
Form S-8
September 13, 2010

As filed with the Securities and Exchange Commission on September 13, 2010

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

PERFECT WORLD CO., LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of

incorporation or organization)

Not Applicable
(I.R.S. Employer

Identification Number)

8th Floor, Huakong Building, No. 1 Shangdi East Road,

Haidian District, Beijing 100085, People's Republic of China

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(86 10) 5885-8555

(Address of Principal Executive Offices)

Share Incentive Plan

(as amended and restated effective November 14, 2009)

(Full title of the plan)

CT Corporation System

111 Eighth Avenue

New York, New York 10011

(Name and address of agent for service)

(212) 894-8940

(Telephone number, including area code, agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

Copies to:

Kelvin Wing Kee Lau

Z. Julie Gao, Esq.

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Chief Financial Officer

Skadden, Arps, Slate, Meagher & Flom

8th Floor, Huakong Building, No. 1 Shangdi East Road

c/o 42/F, Edinburgh Tower

Haidian District, Beijing 100085

The Landmark

People's Republic of China

15 Queen's Road Central

(86 10) 5885-8555

Hong Kong

+(852) 3740-4700

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered (1) | Amount to be Registered | Proposed | Proposed | Amount of Registration Fee |
|---|-------------------------------|--|--|-------------------------------|
| | | Maximum Offering Price Per Share | Maximum Aggregate Offering Price | |
| Class B Ordinary Shares, \$0.0001 par value per share (3) | 2,500,000 | \$5.062 (2) | \$12,655,000 | \$902.30 |

- (1) These shares may be represented by the Registrant's ADSs, each of which represents five Class B ordinary shares. The Registrant's ADSs issuable upon deposit of the Class B ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-144296).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, the proposed maximum offering price per share for these shares is based on the average of the high and low prices for the Registrant's ADSs, as reported on the Nasdaq Global Select Market on September 10, 2010.
- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the above-referenced plan. Any Class B ordinary shares covered by an award granted under the Share Incentive Plan (or portion of an award) which is forfeited, canceled or expires (whether voluntarily or involuntarily) shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Class B ordinary shares which may be issued under the Share Incentive Plan. Class B ordinary shares that actually have been issued under the Share Incentive Plan pursuant to an award shall not be returned to the Share Incentive Plan and shall not become available for future issuance under the Share Incentive Plan, except that if unvested Class B ordinary shares are forfeited or repurchased by the Company at their original issue price, such ordinary shares shall become available for future grant under the Share Incentive Plan.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering 2,500,000 Class B ordinary shares of Perfect World Co., Ltd. (the Registrant) authorized for issuance under the Share Incentive Plan, as amended and restated effective November 14, 2009 (the November 2009 Amended Plan).

Previously, 32,145,000 Class B ordinary shares of the Registrant were registered for issuance under the original Share Incentive Plan pursuant to the Registrant's registration statement on Form S-8 (File No. 333-146562) filed on October 9, 2007. An additional 10,000,000 Class B ordinary shares of the Registrant were registered for issuance under the Share Incentive Plan, as amended and restated effective February 28, 2009, pursuant to the Registrant's registration statement on Form S-8 (File No. 333-161193) filed on August 10, 2009.

On November 14, 2009, the shareholders of the Registrant approved an amendment to the Share Incentive Plan that further increases the number of Class B ordinary shares authorized for issuance under the Share Incentive Plan by 2,500,000. In accordance with General Instruction E to Form S-8, the contents of the registration statements on Form S-8 (File Nos. 333-146562 and 333-161193) are incorporated herein by reference, except as otherwise set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed or furnished by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated by reference herein:

- (a) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2009 filed on June 14, 2010;
- (b) The Registrant's reports on Form 6-K furnished on May 17, 2010, July 26, 2010, August 16, 2010 and August 17, 2010; and
- (c) The Registrant's Description of Share Capital and Description of American Depositary Shares contained in the Registrant's registration statement on Form F-1 (File No. 333-144282), originally filed with the Securities and Exchange Commission on July 2, 2007, including any amendments and reports subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on September 13, 2010.

Perfect World Co., Ltd.

By: /s/ MICHAEL YUFENG CHI
 Name: **Michael Yufeng Chi**
 Title: **Chairman and Chief Executive Officer**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, Mr. Michael Yufeng Chi, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------|--|--------------------|
| /s/ MICHAEL YUFENG CHI | Chairman of the Board and Chief | September 13, 2010 |
| Michael Yufeng Chi | Executive Officer (principal executive officer) | |
| /s/ KELVIN WING KEE LAU | Chief Financial Officer | September 13, 2010 |
| Kelvin Wing Kee Lau | (principal financial and accounting officer) | |
| /s/ HAN ZHANG | Independent Director | September 13, 2010 |
| Han Zhang | | |

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| | Signature | Title | Date |
|--------|--|---|--------------------|
| | /s/ BING XIANG Bing Xiang | Independent Director | September 13, 2010 |
| | /s/ DONG YANG Dong Yang | Independent Director | September 13, 2010 |
| Name: | /s/ DONALD J. PUGLISI Donald J. Puglisi | Authorized Representative in the United States | September 13, 2010 |
| Title: | Managing Director, Puglisi & Associates | | |

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 1.1 of our annual report on Form 20-F (file no. 001-33587) filed with the Commission on June 19, 2009) |
| 4.2 | Amendments to the Amended and Restated Memorandum and Articles of Association adopted by the shareholders of the Registrant on November 14, 2009 (incorporated by reference to Exhibit 1.2 to the annual report of the Registrant on Form 20-F filed with the Commission on June 14, 2010.) |
| 4.3 | Form of Deposit Agreement among the Registrant, the depository and holders of the American Depositary Receipts (incorporated by reference to Exhibit 4.3 from our Registration Statement on Form F-1 Amendment No. 2 (file no. 333-144282) filed with the Commission on July 23, 2007) |
| 4.4 | Amended and Restated Share Incentive Plan, effective November 14, 2009 (incorporated by reference to Exhibit 4.5 to the annual report of the Registrant on Form 20-F filed with the Commission on June 14, 2010.) |
| 5.1* | Opinion of Maples and Calder, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered |
| 23.1* | Consent of PricewaterhouseCoopers Zhong Tian CPAs Limited Company, independent registered public accounting firm |
| 23.2 | Consent of Maples and Calder (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (set forth on the signature page of this registration statement) |

* Filed herewith.