

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

Date of Report (Date of earliest event reported): April 16, 2014

ChinaNet Online Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada  
(State or Other Jurisdiction  
of Incorporation)

001-34647  
(Commission  
File Number)

20-4672080  
(IRS Employer  
Identification No.)

No.3 Min Zhuang Road, Building 6,  
Yu Quan Hui Gu Tuspark, Haidian District, Beijing, PRC 100195  
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: +86-10-51600828

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

By a letter dated April 16, 2014, the Listing Qualifications Department of the NASDAQ Stock Market LLC (“NASDAQ”) advised ChinaNet Online Holdings, Inc. (the “Company”) that it no longer complies with the NASDAQ Listing Rule 5250(c)(1) for continued listing due to the Company’s inability to file with the Securities and Exchange Commission its annual report on Form 10-K for the fiscal year ended December 31, 2013 on a timely basis, and that the Company has 60 calendar days (or until June 16, 2014) to submit a plan explaining how it expects to regain compliance. If NASDAQ approves the Company’s plan, it can grant the Company an extension of up to 180 calendar days from the due date of the Form 10-K (or until October 13, 2014) to regain compliance. The Company anticipates that it will be able to file the Form 10-K substantially prior to the expiration of such 60-day period and regain compliance with the NASDAQ Listing Rules. If the Company is unable to file its Form 10-K within the 60-day period, it intends to file with the NASDAQ a plan to regain compliance within the Listing Rules of the NASDAQ. Acceptance of such plan is discretionary with the NASDAQ. This notification has no immediate effect on the listing of the Company’s common stock on the NASDAQ. There can be no assurance, however, that the Company will be able to regain compliance with the listing requirement discussed above or otherwise satisfy the other NASDAQ listing criteria.

**Item 7.01. Regulation FD Disclosure.**

The Company issued a press release on April 21, 2014, disclosing its receipt of the NASDAQ notification letter. A copy of the press release is attached as Exhibit 99.1.

The information set forth in this Item 7.01 of Form 8-K is furnished pursuant to Item 7.01 and shall not be deemed “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 be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

No.	Description
99.1	Press Release dated April 21, 2014

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SIGNATURE

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.

Dated: April 21, 2014

ChinaNet Online Holdings, Inc.

By: /s/Handong Cheng

Name: Handong Cheng

Title: Chief Executive Officer

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**Exhibit Index**

<u>No.</u>	<u>Description</u>
99.1	Press Release dated April 21, 2014

**ChinaNet Online Holdings Receives Nasdaq Notification of Non-Compliance with Listing Rules**

BEIJING, April 21, 2014 -- ChinaNet Online Holdings, Inc. (Nasdaq Capital Market: CNET) (the "ChinaNet" or "Company"), a leading B2B (business to business) Internet technology company focusing on providing online-to-offline ("O2O") sales channel expansion services for small and medium-sized enterprises ("SMEs") and entrepreneurial management and networking services for entrepreneurs in the People's Republic of China, today announced that on April 16, 2014, it received a letter from the Listing Qualifications Department of the NASDAQ Stock Market LLC ("NASDAQ") advising the Company that, due to its inability to file with the Securities and Exchange Commission its annual report on Form 10-K for the fiscal year ended December 31, 2013 on a timely basis, the Company no longer complies with NASDAQ Listing Rule 5250(c)(1) for continued listing, and that the Company has 60 calendar days (or until June 16, 2014) to submit a plan explaining how it expects to regain compliance. If NASDAQ approves the Company's plan, it can grant the Company an extension of up to 180 calendar days from the due date of the Form 10-K (or until October 13, 2014) to regain compliance.

The Company anticipates that it will be able to file the Form 10-K substantially prior to the expiration of such 60-day period and regain compliance with the NASDAQ Listing Rules. If the Company is unable to file its Form 10-K within the 60-day period, it intends to file with the NASDAQ a plan to regain compliance within the Listing Rules of the NASDAQ. Acceptance of such plan is discretionary with the NASDAQ. This notification has no immediate effect on the listing of the Company's common stock on the NASDAQ. There can be no assurance, however, that the Company will be able to regain compliance with the listing requirement discussed above or otherwise satisfy the other NASDAQ listing criteria.

**About ChinaNet Online Holdings, Inc.**

The Company, a parent company of ChinaNet Online Media Group Ltd., incorporated in the BVI ("ChinaNet"), is a leading B2B (business to business) Internet technology company focusing on providing O2O (online to offline) sales channel expansion service for small and medium-sized enterprises (SMEs) and entrepreneurial management and networking service for entrepreneurs in China. The Company, through certain contractual arrangements with operating companies in the PRC, provides Internet advertising and other services for Chinese SMEs via its portal websites, 28.com, Liansuo.com and Chuangye.com, TV commercials and program production via China-Net TV, and in-house LCD advertising on banking kiosks targeting Chinese banking patrons. Website: <http://www.chinanet-online.com>. [Missing Graphic Reference]

**Safe Harbor**

This release contains certain "forward-looking statements" relating to the business of ChinaNet Online Holdings, Inc., which can be identified by the use of forward-looking terminology such as "believes," "expects," "anticipates," "estimates" or similar expressions. Such forward-looking statements involve known and unknown risks and uncertainties, including business uncertainties relating to government regulation of our industry, market demand, reliance on key personnel, future capital requirements, competition in general and other factors that may cause actual results to be materially different from those described herein as anticipated, believed, estimated or expected. Certain of these risks and uncertainties are or will be described in greater detail in our filings with the Securities and Exchange Commission. These forward-looking statements are based on ChinaNet's current expectations and beliefs concerning future developments and their potential effects on the Company. There can be no assurance that future developments affecting ChinaNet will be those anticipated by ChinaNet. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the Company) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by such forward-looking statements. ChinaNet undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

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