

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): November 30, 2012

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 8.01. Other Events.

On November 30, 2012, ChinaNet Online Holdings, Inc. (the “Company”) received a letter from The NASDAQ Stock Market LLC (the “NASDAQ”) notifying the Company that it has regained compliance with the minimum bid price requirement for continued listing set forth in NASDAQ Listing Rule 5450(a)(1), as its common stock had achieved a closing bid price of \$1.00 or more for 10 consecutive business days.

On May 30, 2012, NASDAQ Staff notified the Company that its common stock failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive business days as required by NASDAQ Listing Rules. The Staff also notified the Company that it had been granted a grace period of 180 calendar days in which to regain compliance with respect to its bid price. In the letter dated November 30, 2012, the Staff informed the Company that it had determined that the closing bid price of the Company's common stock had been at \$1.00 per share or greater for 10 consecutive business days from November 15, 2012 to November 29, 2012. Accordingly, the Company has regained compliance with NASDAQ Listing Rule 5450(a)(1) and this matter was closed.

On December 3, 2012, the Company issued a press release with respect to regaining compliance with the NASDAQ listing requirement, a copy of which is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>No.</u>	<u>Description</u>
99.1	Press Release, dated December 3, 2012.

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: December 4, 2012

ChinaNet Online Holdings, Inc.

By: /s/Handong Cheng

Name: Handong Cheng

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 3, 2012.

ChinaNet Online Holdings Regains Compliance With NASDAQ Minimum Bid Price Rule

BEIJING, Dec. 3, 2012 (GLOBE NEWSWIRE) – ChinaNet Online Holdings, Inc. (Nasdaq:CNET) (the "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 November 30, 2012, it received a letter from The NASDAQ Stock Market LLC (the "NASDAQ") notifying the Company that it has regained compliance with the Minimum Bid Price Rule (as defined below) for continued listing set forth in NASDAQ Listing Rule 5450(a)(1), as its common stock had achieved a closing bid price of \$1.00 or more for 10 consecutive business days.

On May 30, 2012, the Company received a letter from the NASDAQ Staff stating that, based upon the closing bid price for the previous 30 consecutive business days, the Company no longer met the requirement set forth in NASDAQ Listing Rule 5450(a)(1), which requires listed securities to maintain a minimum bid price of \$1.00 per share (the "Minimum Bid Price Rule"). The NASDAQ Staff also notified the Company that it had been granted a grace period of 180 calendar days to regain compliance with the Minimum Bid Price Rule. In the November 30, 2012 letter, the NASDAQ Staff informed the Company that it had determined that for the last 10 consecutive business days, from November 15, 2012 to November 29, 2012, the closing bid price of the Company's common stock had been at \$1.00 or greater. Accordingly, the Company has regained compliance with the NASDAQ Minimum Bid Price Rule.

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>.

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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