

Vanda Pharmaceuticals Inc.
Form SC 13G/A
April 30, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Vanda Pharmaceuticals, Inc.

(Name of Issuer)

common, 0.1 par value per share

(Title of Class of Securities)

921659108

(CUSIP Number)

Monday, April 23, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Raj Rajaratnam
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | | |
|---|----|--|---------------------------------------|
| | 5. | | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
1,822,519 |
| | 7. | | Sole Dispositive Power
-0- |
| | 8. | | Shared Dispositive Power
1,822,519 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,822,519
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
6.9 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Advisors, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
-0-
6. Shared Voting Power
154,792
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
154,792
9. Aggregate Amount Beneficially Owned by Each Reporting Person
154,792
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
.6 % (Based upon 26,548,000 shares of common outstanding)
12. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Management, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
-0-
6. Shared Voting Power
1,822,519
7. Sole Dispositive Power
-0-
8. Shared Dispositive Power
1,822,519
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,822,519
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
6.9 % (Based upon 26,548,000 shares of common outstanding)
12. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Management, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|---------------------------------------|
| | 5. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
1,822,519 |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
1,822,519 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,822,519
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
6.9 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Captain's Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|-------------------------------------|
| | 5. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
146,800 |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
146,800 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
146,800
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
.6 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Captain's Offshore, LTD.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Bermuda
- | | | | |
|---|----|--|---------------------------------------|
| | 5. | | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
1,199,611 |
| | 7. | | Sole Dispositive Power
-0- |
| | 8. | | Shared Dispositive Power
1,199,611 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,199,611
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.5 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
CO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Buccaneer's Offshore, LTD.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|-------------------------------------|
| | 5. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
177,623 |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
177,623 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
177,623
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
.7 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
CO

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Healthcare Partners, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|---|----|-----------------------------------|
| | 5. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
7,992 |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
7,992 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
7,992
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
% (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 921659108

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Galleon Healthcare Offshore, LTD
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Bermuda
- | | | |
|---|----|-------------------------------------|
| | 5. | Sole Voting Power
-0- |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
290,493 |
| | 7. | Sole Dispositive Power
-0- |
| | 8. | Shared Dispositive Power
290,493 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
290,493
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
1.1 % (Based upon 26,548,000 shares of common outstanding)
 12. Type of Reporting Person (See Instructions)
CO

Item 1.

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For Raj Rajaratnam Galleon Management, L.L.C. and Galleon Management, L.P.

- (a) Amount beneficially owned:
1,822,519.00
- (b) Percent of class:
6.9 % (Based upon 26,548,000 shares of common outstanding)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote
1,822,519.00
 - (iii) Sole power to dispose or to direct the disposition of
0
 - (iv) Shared power to dispose or to direct the disposition of
1,822,519.00

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For Galleon Advisors, L.L.C.

- (a) Amount beneficially owned:
154,792.00
- (b) Percent of class:
.6 % (Based upon 26,548,000 shares of common outstanding)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote
154,792.00
 - (iii) Sole power to dispose or to direct the disposition of
0
 - (iv) Shared power to dispose or to direct the disposition of
154,792.00

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Captain's Partners, L.P.

- (a) Amount beneficially owned:
146,800.00
- (b) Percent of class:

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(c) .6 % (Based upon 26,548,000 shares of common outstanding)
Number of shares as to which the person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 146,800.00 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 146,800.00 |

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Captain's Offshore, LTD.

(a) Amount beneficially owned:
1,199,611.00

(b) Percent of class:
4.5 % (Based upon 26,548,000 shares of common outstanding)

(c) Number of shares as to which the person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 1,199,611.00 |
| (iii) | Sole power to dispose or to direct the disposition of |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 1,199,611.00 |

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Buccaneer's Offshore, LTD.

(a) Amount beneficially owned:
177,623.00

(b) Percent of class:
.7 % (Based upon 26,548,000 shares of common outstanding)

(c) Number of shares as to which the person has:

- | | |
|------|--|
| (i) | Sole power to vote or to direct the vote |
| | 0 |
| (ii) | Shared power to vote or to direct the vote |
| | 177,623.00 |

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- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
177,623.00

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Healthcare Partners, L.P.

- (a) Amount beneficially owned:
7,992.00
- (b) Percent of class:
% (Based upon 26,548,000 shares of common outstanding)
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
0
- (ii) Shared power to vote or to direct the vote
7,992.00
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
7,992.00

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Healthcare Offshore, LTD

- (a) Amount beneficially owned:
290,493.00
- (b) Percent of class:
1.1 % (Based upon 26,548,000 shares of common outstanding)
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
0
- (ii) Shared power to vote or to direct the vote
290,493.00
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
290,493.00

Pursuant to the partnership agreement of Galleon Captains Partners, L.P., Galleon Healthcare Partners, L.P., Galleon Technology Partners II, L.P., Galleon Explorers Partners, L.P., and Galleon Communication Partners, L.P., Galleon Management, L.P. and Galleon Advisors, L.L.C.

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share all investment and voting power with respect to the securities held by Galleon Captains Partners, L.P., Galleon Healthcare Partners, L.P., Galleon Technology Partners, L.P., Galleon Explorers Partners, L.P., and Galleon Communication Partners, L.P., and pursuant to an investment management agreement, Galleon Management, L.P. has all investment and voting power with respect to the securities held by Galleon Captains Offshore, Ltd., Galleon Healthcare Offshore, Ltd., Galleon Technology Offshore, Ltd., Galleon Communications Offshore, Ltd., Galleon Explorers Offshore, Ltd., Galleon Admirals Offshore, Ltd., Galleon Buccaneers Offshore, Ltd., Vitruvius SICAV, Vitruvius Growth Opportunities, Technology MAC 88, Ltd., Polaris Prime Technology (Cayman), L.P., Galleon International Master Fund, SPC. Ltd.-EM Technology and SG AM AI EC IV. Raj Rajaratnam, as the managing member of Galleon Management, L.L.C., controls Galleon Management, L.L.C., which, as the general partner of Galleon Management, L.P., controls Galleon Management, L.P. Raj Rajaratnam, as the managing member of Galleon Advisors, L.L.C., also controls Galleon Advisors, L.L.C. The shares reported herein by Raj Rajaratnam, Galleon Management, L.P., Galleon Management, L.L.C., and Galleon Advisors, L.L.C. may be deemed beneficially owned as a result of the purchase of such shares by Galleon Captains Partners, L.P., Galleon Captains Offshore, Ltd., Galleon Technology Partners II, L.P., Galleon Technology Offshore, Ltd., Galleon Healthcare Partners, L.P., Galleon Healthcare Offshore, Ltd., Galleon Explorers Partners, L.P., Galleon Explorers Offshore, Ltd., Galleon Communication Partners, L.P., Galleon Communication Offshore, Ltd., Galleon Admirals Offshore, Ltd., Galleon Buccaneers Offshore, Ltd., Galleon International Master Fund, SPC. Ltd.-EM Technology., Vitruvius SICAV, Vitruvius Growth Opportunities, Technology MAC 88, Ltd., Polaris Prime Technology (Cayman), L.P. and SG AM AI EL IV as the case may be. Each of Raj Rajaratnam, Galleon Management, L.P., Galleon Management, L.L.C., and Galleon Advisors, L.L.C. disclaims any beneficial ownership of the shares reported herein, except to the extent of any pecuniary interest therein.

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8.

Identification and Classification of Members of the Group

Not Applicable

Item 9.

Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Monday, April 30, 2007

Date

Raj Rajaratnam, for HIMSELF;

For GALLEON ADVISORS, L.L.C., as its Managing Member

For GALLEON MANAGEMENT, L.L.C., as its Managing Member;

For GALLEON MANAGEMENT, L.P., as the Managing Member of its General Partner, Galleon Management, L.L.C.;

For GALLEON CAPTAINS PARTNERS, L.P., as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON CAPTAINS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

For GALLEON BUCCANEERS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory.

For GALLEON HEALTHCARE PARTNERS, L.P. as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON HEALTHCARE OFFSHORE, LTD. , as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

Exhibit 1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate. in this statement is true, complete and correct.

Raj Rajaratnam, for HIMSELF;
For GALLEON ADVISORS, L.L.C., as its Managing Member
For GALLEON MANAGEMENT, L.L.C., as its Managing Member;
For GALLEON MANAGEMENT, L.P., as the Managing Member of its General Partner, Galleon Management, L.L.C.;;
For GALLEON CAPTAINS PARTNERS, L.P., as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;;
For GALLEON CAPTAINS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;
For GALLEON BUCCANEERS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory.
For GALLEON HEALTHCARE PARTNERS, L.P. as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;;
For GALLEON HEALTHCARE OFFSHORE, LTD. ., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

ISPLAY: inline; FONT-FAMILY: Times New Roman">Share-based compensation expenses are reflected in the Company's consolidated statement of operations under selling, general and administrative expenses.

The Company's computation of fair value of shares issued is based on the price per share as quoted on the over-the-counter bulletin or the pink sheets, as applicable, at the date of grant.

Income Taxes

The Company accounts for income taxes under the asset and liability approach for the financial accounting and reporting of income taxes. Deferred taxes are recorded based upon the tax impact of items affecting financial reporting and tax filings in different periods. A valuation allowance is provided against net deferred tax assets when the Company determines realization is not currently judged to be more likely than not.

The Company follows the provisions of the Financial Accounting Standards Board Accounting Standards Codification (“ASC”) No. 740, Income Taxes (“ASC 740”). ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition purposes by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. The impact of ASC 740 on the Company’s financial position is discussed in Note 8 — Income Taxes. Accordingly, the Company reports a liability for unrecognized tax benefits resulting from the uncertain tax positions taken or expected to be taken on a tax return and recognizes interest and penalties, if any, related to uncertain tax positions as an as interest expense.

Loss per Common Share and Common Share Equivalent

The Company presents “basic: income (loss) per common share and, if applicable “diluted” income (loss) per share, pursuant to the provisions of ASC 260 “Earnings Per Share”. Basic income (loss) per common share is based on the weighted average number of common shares outstanding in each year and after preferred stock dividend requirements. The calculation of diluted income (loss) per common share assumes that any dilutive convertible shares outstanding at the beginning of each year or the date issued were convertible at those dates, with outstanding common shares adjusted accordingly. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options and warrants for which average period market price exceeds exercise price, less shares that could have been purchased by the Company with related proceeds.

There were no outstanding stock option grants as of March 31, 2008 and December 31, 2007. The outstanding warrants amounted to 2,000,000 at March 31, 2008 and December 31, 2007. The outstanding common share equivalents issuable pursuant to conversion of notes payable amounted to 80,000,000 and 39,000,000 shares as of March 31, 2008 and December 31, 2007. The convertibility feature of such notes lapsed on December 31, 2008. Additionally, the chief executive officer obtained rights to 7% of the authorized shares of common stock of the Company, which amounted to 17,500,000 shares at March 31, 2008. The outstanding warrants and common share equivalents issuable pursuant to convertible notes and other rights have been excluded from the earnings per share computation due to their anti-dilutive effect.

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of March 31, 2008, which consist of convertible instruments and rights to shares of the Company’s common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

The Company believes that certain conversion features embedded in its convertible notes payable and rights to the Company's common stock are not clearly and closely related to the economic characteristics of the Company's stock price. The Company does not have a sufficient amount of authorized shares to satisfy its obligations under the convertible promissory notes and rights to the shares of common stock. Accordingly, the Company has recognized derivative liabilities in connection with such instruments. The Company uses judgment in determining the fair value of derivative liabilities at the date of issuance at every balance sheet thereafter. The Company uses judgment in determining which valuation is most appropriate for the instrument (e.g., Black Scholes), the expected volatility, the implied risk free interest rate, as well as the expected dividend rate.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of March 31, 2008 and December 31, 2007, with the exception of its convertible promissory notes. The carrying amounts of the convertible promissory notes at March 31, 2008 and December 31, 2007 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of March 31, 2008 and December 31, 2007, respectively. The derivative liabilities included in accounts payable and accrued expenses are based on the Company's quoted trade price per share as traded on the Pink Sheets. These securities are valued using inputs observable in active markets for identical securities and are therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Impact of Recently Issued Accounting Standards

None

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Note 2- Notes Payable and Notes Payable to Related Parties

	March 31, 2008	December 31, 2007
\$410,000 Notes payable to related parties, 5% interest per annum, unsecured and maturing in March 2009. At the Company's option, the principal is convertible into shares of the Company's common stock at a price of \$0.01 per share, including accrued interest of \$1,579.	\$411,579	\$-
\$390,000 Notes payable to related parties, 8% interest per annum effective February 2008 and 5% prior to that, unsecured and maturing in February 2008. At the Company's option, the principal is convertible into shares of the Company's common stock at a price of \$0.01 per share, including accrued interest of \$23,636 and 17,203 at March 31, 2008 and December 31, 2007, respectively.	413,636	407,203
Unamortized debt discount	-	(48,750)
	\$825,215	\$358,453

During the three-month period ended March 31, 2007, the Company issued 21,092,772 shares to the holders of an aggregate of \$346,000 notes payable and accrued interest to satisfy its remaining obligations under such notes. The Company also issued 2,000,000 warrants to the holders.

During the three-month period ended March 31, 2007, the Company issued notes payable aggregating \$390,000 to related parties to satisfy compensation liabilities. The related parties include former directors of the Company. The terms of the notes payable included beneficial conversion feature amounting to \$390,000 and was recognized as debt discount. The Company recognized approximately \$49,000 of interest expense in connection with such debt discount during the three-month period ended March 31, 2008.

During the three-month period ended March 31, 2008, the Company issued notes payable aggregating \$410,000 to related parties to satisfy compensation liabilities. The related parties include the current chief executive officer of the Company.

The Company's former chief executive officer and two former directors advanced to the Company approximately \$32,000 during the three-month period ended March 31, 2007.

Note 3. Derivative Liability

The Company estimated its derivative liabilities under its outstanding contracts at March 31, 2008. The Company is unable to ascertain that it had a sufficient amount of authorized shares to satisfy its obligations under existing convertible promissory notes and rights held by its chief executive officer pursuant to his employment contract with the Company.

The Convertible promissory notes provide that the Company issues the equivalent of 80,000,000 shares of common stock at March 31, 2008. However, the conversion feature of such instruments has lapsed without additional consideration provided by the Company. Accordingly, the Company believes that that it has no derivative liabilities at March 31, 2008 under such instruments. However, the rights held by the Company's Chief Executive Officer to 7% of the Company's authorized shares are still outstanding. They consist of 17,500,000 shares of common stock. They

were valued at approximately \$88,000 at the date of grant in March 2008. The fair value of the 7% rights was based on the quoted traded price per share of the Company's stock at the balance sheet date.

Note 4. Stockholder's Deficit.

Common Stock

The Company issued 14,419,049 and 13,071,734 shares of its common stock for services performed by its directors, employees, and contractors, during the three-month periods ended March 31, 2008 and 2007, respectively. The fair value of the shares amounted to approximately \$125,000 and \$352,000 during the three-month periods ended March 31, 2008 and 2007, respectively.

During the three-month period ended March 31, 2007, the Company issued 21,092,772 shares to the holders of an aggregate of \$346,000 notes payable and accrued interest to satisfy its remaining obligations under such notes. The Company also issued 2,000,000 warrants to the holders.

Note 5. Commitments and Contingencies.

Legal proceedings

The Company is not a party to certain legal actions, as either plaintiff or defendant, arising in the ordinary course of business, none of which is expected to have a material adverse effect on the Company's business, financial condition or results of operations. However, litigation is inherently unpredictable, and the costs and other effects of pending or future litigation, governmental investigations, legal and administrative cases and proceedings, whether civil or criminal, settlements, judgments and investigations, claims or charges in any such matters, and developments or assertions by or against us relating to the Company or to the Company's intellectual property rights and intellectual property licenses could have a material adverse effect on the Company's business, financial condition and operating results.

Compensation-Chief Executive Officer

The compensation of the Company's Chief Executive Officer is effective March 2008 through December 2009 and is as follows:

- Base annual compensation of \$400,000;
- 7% of the authorized shares of the Company;
- 7% of all capital raised by the Company;
- 7% of the disposition proceeds upon the sale of the Company;
- Incentive compensation based on revenues ranging from \$20,000 if revenues range between \$0-2 million to \$200,000 if revenues are in excess of \$10 million;
- \$275,000 upon the performance of specific performances, which were accomplished during the three-month period ended March 31, 2008.

This agreement was modified effective January 1, 2010 as follows:

- Base annual compensation of \$450,000;
- Incentive compensation based on revenues ranging from \$20,000 if revenues range between \$0-2 million to \$200,000 if revenues are in excess of \$10 million;
- Monthly stipend for office and residence of \$9,000 per month.

Note 6. Segments.

Segment reporting

The Company operated in one segment, information technology systems integration and internet protocol services. The Company's chief operating decision-making evaluated the performance of the Company based upon revenues and expenses by functional areas, including its loss from discontinued operations, as disclosed in the Company's statements of operations.

Note 7. Subsequent Events

The Company has generated proceeds of approximately \$470,000 by issuing notes payables to certain investors between April 1, 2008 and January 11, 2011.

The Company satisfied its obligations under \$52,500 of such notes by issuing 15,200,000 shares of its common stock.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and related notes included elsewhere in this report and our Annual Report on Form 10-K for the year ended December 31, 2007. Certain statements in this discussion and elsewhere in this report constitute forward-looking statements. See “Cautionary Statement Regarding Forward Looking Information” elsewhere in this report. Because this discussion involves risk and uncertainties, our actual results may differ materially from those anticipated in these forward-looking statements.

Overview

Media Exchange Group, Inc. (formerly known as China Wireless Communications, Inc.) (the “Company”) is a Nevada corporation formed in March 1999. The Company operated as AVL Sys International Inc. (between March 1999 and March 2000), I-Track, Inc. (between March 2000 and March 2003, and as China Wireless Communications, Inc. between March 2003 and May 2010. As China Wireless Communications, the Company marketed information technology systems integration and internet protocol services to customers. It also provided IP routing equipment and network cabling and its customers are principally in the People’s Republic of China (“China”). In March 2008, the Company discontinued its operations in China.

The Company’s current plan of operations consists of acquiring an operating business. The Company identified certain acquisition target(s) but as not reached any final agreements. The Company’s current plan of business is to seek merger or acquisition opportunities. The Company’s information technology systems business operations are accounted for as discontinued operations in the accompanying financial statements.

We currently license certain rights from a related party (Malibu Entertainment Group, Inc.) an affiliate by means of common ownership and management, to market a youth sports social network under the following brand:

www.myespnhighlights.com

Among other things, this website allows young sports participant to personalize, showcase and share their passion for a professional sport. We work with various national youth sports league to help build their the player database through registrations. The profile control the management and sharing of sport profiles, statistics and content. We use the Capsa platform to ensure support across significant carriers and handset.

RESULTS OF OPERATIONS

	Three-Month Periods Ended		Increase/ (Decrease)	Increase/ (Decrease)	
	March 31, 2008	2007	in \$ 2008 vs 2007	in % 2008 vs 2007	
Operating expenses:					
Selling, general and administrative	\$ 646,271	\$ 254,065	\$ 392,206	154.4	%
Total operating expenses	646,271	254,065	392,206	154.4	%
Operating loss	(646,271)	(254,065)	392,206	154.4	%
Other expense:					
Interest expense	(56,762)	(49,234)	7,528	15.3	%
	(56,762)	(49,234)	7,528	15.3	%
Net loss before discontinued operations	(703,033)	(204,831)	498,202	243.2	%
	-				
Income (loss) from discontinued operations	43,195	(41,220)	(84,415)	NM	
Net loss	\$ (659,838)	\$ (344,519)	\$ 315,319	91.5	%

NM: Not Meaningful

Selling, general and administrative expenses

Selling, general, and administrative expenses primarily consists of compensation to officers and consultants incurred in connection with researching and identifying strategic transactions and being a publicly-traded company.

The increase in selling, general, and administrative expenses during the three-month period ended March 31, 2008 when compared to the prior year is primarily due to fees incurred in connection with changes in management.

Interest expense

Interest expense primarily consists of the amortization of debt discount resulting from beneficial conversion features of \$390,000 associated with convertible promissory notes issued during 2007, the excess of fair value of shares of our common stock issued to satisfy certain obligations resulting from our operating activities and, to a lesser extent, interest on debt.

The increase in interest expense during the three-month period ended March 31, 2008 when compared to the prior year is primarily due the amortization of debt discount issued during 2007, which amounted to approximately \$49,000 in 2008 and offset by the excess of fair value of shares of our common stock issued to satisfy certain obligations amounting to approximately \$390,000 during the three-month period ended March 31, 2007.

Loss from discontinued operations

Income (Loss) from discontinued operations consists of the difference between revenues and operating expenses associated with our information technology systems integration and internet protocol services to customers discontinued in March 2008. The changes in loss to gain from discontinued operations during the three-month period ended March 31, 2008 is primarily due to gains from the write-off of certain liabilities at the subsidiary level of our Chinese subsidiary recognized during the three-month period ended March 31, 2008 when compared to the prior year.

Going Concern

The Company has experienced substantial losses since its inception as well as negative cash flows from its current operations. These matters raise substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue in existence as a going concern is dependent upon its ability to obtain equity or debt financing and to merge with a company which will generate cash flows from operating activities. Management is unable to determine whether it will be successful in obtaining such equity or debt financing and whether it will be successful in completing a merger with a company generating cash flows.

Liquidity

Our cash balance amounted to approximately \$800 at March 31, 2008. We are unable to ascertain that our cash balance will be sufficient meet our obligations for the next twelve months.

During the three-month period ended March 31, 2008, we used cash flows from operations of approximately \$80,000 in our operating activities. This is primarily due to our net loss from operating activities of approximately \$703,000, adjusted by the following non-cash transactions or changes in operating liabilities:

- Fair value of shares issued for services of approximately \$125,000;
- Amortization of debt discount of approximately \$49,000;
- Net cash used in discontinued operations of approximately \$80,000;

Increase of accounts payable and accrued expenses of approximately \$431,000, of which \$410,000 were satisfied with the issuance of convertible promissory notes;

During the three-month period ended March 31, 2007, we used approximately \$25,000 in our operating activities. This is primarily due to our net loss from operating activities of approximately \$303,000, adjusted by the following non-cash transactions or changes in operating liabilities:

- Fair value of shares issued for services of approximately \$351,000;
- Cancellation of shares previously issued for compensation of \$108,000.

During the three-month period ended March 31, 2007, we generated proceeds of approximately \$32,000 from the issuance of notes payable.

Critical Accounting Policies

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates made by management include, but are not limited to the realization of accounts receivables. Actual results will differ from these estimates. Present below are those accounting policies that we believe require subjective and complex judgments that could affect reported results:

Allocation of operating expenses between continuing and discontinued operations- Our operating expenses from continuing operations consists of expenses we incur based on our current activities, which are identifying strategic transactions and costs associated with being a publicly traded company. We used judgment in determining the nature of our expenses associated with our efforts similar to our current activity and those devoted to our operations in China.

Income Tax

We account for income taxes under the asset and liability approach for the financial accounting and reporting of income taxes. Deferred taxes are recorded based upon the tax impact of items affecting financial reporting and tax filings in different periods. A valuation allowance is provided against net deferred tax assets when we determine realization is not currently judged to be more likely than not. Income taxes are more fully discussed in the Notes to the Financial Statements, Note 8 – Income Taxes.

We follow the provisions of the Financial Accounting Standards Board Accounting Standards Codification (“ASC”) No. 740, Income Taxes (“ASC 740”). ASC 740 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition purposes by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We consider many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. The impact of ASC 740 on the Company’s financial position is discussed in Note 8 — Income Taxes. Accordingly, we report a liability for unrecognized tax benefits resulting from the uncertain tax positions taken or expected to be taken on a tax return and recognizes interest and penalties, if any, related to uncertain tax positions as an as interest expense.

Impact of Recently Issued Accounting Standards

None.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable

Item 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We evaluated the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) or Rule 15a-15(e) under the Exchange Act) as of March 31, 2008. This evaluation (the “disclosure controls evaluation”) was done under the supervision and with the participation of management, including our chief executive officer (“CEO”) and chief financial officer (“CFO”). Based upon the disclosure controls evaluation, our CEO and CFO have concluded that, as of March 31, 2008, our disclosure controls and procedures were not effective to provide reasonable assurance that the foregoing objectives are achieved.

Changes in Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Our internal control system is designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of management, including the CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting, as of December 31, 2007, based upon the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such evaluation under the framework in Internal Control — Integrated Framework, management concluded that our internal control over financial reporting were not effective as of December 31, 2007. We used to have sufficient staff for an operating company but no longer have the internal resources to do so.

PART II - OTHER INFORMATION

Item 1A. Risk Factors

No significant development

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the first quarter of 2008, we issued 14,419,049 shares of our common stock to 5 individuals and companies as considerations for their services. The fair value of the shares issued amounted to approximately \$125,000, based on the quoted price per share of our common stock. We also issued convertible promissory notes aggregating \$275,000 to our Chief Executive Officer or an affiliate designated by him \$235,000 to individuals formerly affiliated with us. Those convertible promissory notes were issued as considerations for their services to our company. The convertible promissory notes are convertible at a rate of \$0.01 per shares of our common stock, at our option. The convertibility feature lapsed on December 30, 2008. These transactions exempt from registration under the Securities Act of 1933 in reliance on exemptions provided by Section 3(a)(9) of that act.

Item 6. Exhibits

Exhibit No.	Description
31.1	Certification by Joseph R. Cellura, Chief Executive Officer, pursuant to Exchange Act Rules 13A-14(a) and 15d-14(a)
31.2	Certification by Joseph R Cellura, Chief Financial Officer, pursuant to Exchange Act Rules 13A-14(a) and 15d-14(a)
32.1	Certification by Joseph R. Cellura, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification by Joseph R. Cellura, Chef Financial Officer, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Media Exchange Group, Inc..

Date: January 18, 2011

By: /s/ Joseph Cellura
Joseph R Cellura
Chief Executive Officer and Chairman of the
Board