

GRAND TOYS INTERNATIONAL INC

Form 8-A12G

July 27, 2004

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Grand Toys International Limited

(Exact Name of Registrant as Specified in its Charter)

Hong Kong Special Administrative Region

(State of Incorporation or Organization)

Not applicable

(I.R.S. Employer Identification Number)

Room UG202, Floor UG2
Chinachem Golden Plaza
77 Mody Road
Tsimshatsui East
Kowloon, Hong Kong

(Address of Principal Executive Office)

Not applicable

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [x]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-114220

Securities to be registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on Which Each Class is to be Registered</u>
Ordinary shares, with a nominal value of HK\$1.00 per share	Nasdaq SmallCap Market*
American Depositary Shares, each representing one ordinary share	Nasdaq SmallCap Market

* Not for trading, but only in connection with the listing on the Nasdaq SmallCap Market of American Depositary Shares, each representing one ordinary share.

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1.

Description of Registrant's Securities to be Registered.

The description of the securities to be registered that is set forth under the captions "Description of Authorized Shares of Grand HK" and "Description of Grand HK American Depositary Receipts" contained in Part I of Amendment No. 3 to Registrant's Registration Statement on Form F-4 (No. 333-114220), as filed under the Securities Act of 1933, as amended, on July 27, 2004, is hereby incorporated by reference in response to this item.

Item 2.

Exhibits.

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Grand Toys International Limited

By:

/s/ Tania M. Clarke

Name: Tania M. Clarke

Title: Vice President of Finance

Dated:

July 27, 2004