

China Holdings Acquisition Corp.  
Form 8-A12B  
November 06, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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**

CHINA HOLDINGS ACQUISITION CORP.

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State of Incorporation  
or Organization)

61-1533071  
(I.R.S. Employer  
Identification No.)

33 Riverside Avenue, 5th Floor, Westport, CT 06880

(Address of Principal Executive Offices)

(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.

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: 333-145085

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

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Units, each consisting of one share of Common Stock and one Warrant	American Stock Exchange
Common Stock, par value \$0.001 per share	American Stock Exchange
Warrants included in Units, exercisable for Common Stock at an exercise price of \$7.50 per share	American Stock Exchange

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



Item 1. **Description of Registrant's Securities to be Registered.**

A description of the units, common stock and warrants to be registered hereunder is contained in the section entitled "Description of Securities" in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-145085) filed with the Securities and Exchange Commission on August 3, 2007, as amended from time to time (the "Registration Statement"). Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. **Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1*	Form of Amended and Restated Certificate of Incorporation.
3.2*	By-laws.
3.3*	Form of Amendment to the By-laws.
4.1*	Specimen Unit Certificate.
4.2*	Specimen Common Stock Certificate.
4.3*	Specimen Public Warrant Certificate
4.4*	Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant.

\* Incorporated by reference to the exhibit of the same number filed with the Registration Statement.

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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.

CHINA HOLDINGS ACQUISITION CORP.

Date: November 6, 2007

By: /s/ Paul K. Kelly  
Name: Paul K. Kelly  
Title: Chief Executive Officer

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