

Edgar Filing: CHINA PHARMA HOLDINGS, INC. - Form SC 13D/A

CHINA PHARMA HOLDINGS, INC.  
Form SC 13D/A  
November 13, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

China Pharma Holdings, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share [GRAPHIC OMITTED]

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(Title of Class of Securities)

16941T104

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(CUSIP Number)

Jian Yang  
2nd Floor, No. 17, Jinpan Road  
Haikou, Hainan Province, China  
Telephone: 86-898-6681 1730

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 6, 2007

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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

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Notes).

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CUSIP No. 16941T104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Jian Yang

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) [ ]

(b) [ X]

3. SEC Use Only

4. Source of Funds (See Instructions)

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization

The People's Republic of China

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 2,278,815 shares
	8. Shared Voting Power 0
	9. Sole Dispositive Power 2,278,815 shares
	10. Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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2,278,815 shares

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11) 6.1%

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14. Type of Reporting Person (See Instructions) IN

Item 1. Security and Issuer

This statement relates to the common stock, par value \$0.001 (the "Common Stock") of China Pharma Holdings, Inc., a Delaware corporation (the "Company"). The Company's principal executive offices are located at 2nd Floor, No. 17, Jinpan Road, Haikou, Hainan Province, China. 570216.

Item 2. Identity and Background

- (a) This statement is filed by Jian Yang ("Reporting Person").
- (b) The residence of the Reporting Person is Room 5B, Building 7, Asia Luxury Garden, 1 Haoyuan Street, Haikou, Hainan Province, P. R. China. 570206;
- (c) The Reporting Person is the secretary of the Issuer. She is also the executive vice manager Hainan Helpson Medicine and Biotechnology Co., Ltd, the wholly owned sub-subsidiary of the Issuer.
- (d) Reporting Person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors);
- (e) The Reporting Person has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws;
- (f) The Reporting Person is a citizen of the People's Republic of China

Item 3. Source and Amount of Funds or Other Consideration

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Tsui Heung Mei ("Tsui") entered into a Stock Transfer Agreement (the "Agreement") with the Reporting Person and the Issuer which was closed on November 6, 2007. Pursuant to the Agreement, the Reporting Person acquired from Tsui 2,278,815 shares of common stock of the Company held by Tsui.

### Item 4. Purpose of Transaction

The purpose of the acquisition of the shares of common stock reported herein by the Reporting Person was for investment. The Reporting Person has no present plans or proposals relating to or that would result in (a) the acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; (c) The Reporting Person has no present plans or proposals relating to or that would result in a sale or transfer of a material amount of assets of the issuer or any of its subsidiaries; (d) any change in the present board of directors or management of the Company including any plans or proposals to change the number of term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's Certificate of Incorporation or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to

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be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or (j) any action similar to any of those enumerated above.

### Item 5. Interest in Securities of the Issuer

- (a) The Reporting Person is the beneficial owner of 2,278,815 shares of common stock of the Company. The Company had 37,228,938 shares of common stock outstanding as of November 6, 2007. Based on that reported number of shares of common stock outstanding, The Reporting Person has beneficial ownership of approximately 6.1% of the Company's outstanding common stock.
- (b) The Reporting Person has sole power to vote or direct to vote and sole power to dispose or to direct the disposition of 2,278,815 shares of common stock.
- (c) Reference is made to Item 5(a) above for information regarding transactions in Company's common stock effected by the Reporting Person during the past 60 days.
- (d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities.
- (e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described above, to the best knowledge of the Reporting Person, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between reporting person and any person with respect to any securities of the issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the , persons with whom such contracts, arrangements understandin or relationship have been entered into.

Item 7. Material to Be Filed as Exhibits

None.

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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.

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Date: November 10, 2007

By: /s/ Jian Yang  
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Jian Yang