

China Intelligent Lighting & Electronics, Inc.
Form S-1
February 16, 2010

As Filed with the Securities and Exchange Commission on February 16, 2010

Registration No. 333-

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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

China Intelligent Lighting and Electronics, Inc.
(Name of Registrant As Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	3640 (Primary Standard Industrial Classification Code Number)	26-1357819 (I.R.S. Employer Identification No.)
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(Address and Telephone Number of Principal Executive Offices)

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Approximate Date of Proposed Sale to the Public: From time to time after the effective date of this Registration Statement

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.R

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	2,875,000(2)	\$ 4.00(2)	\$ 11,500,000(2)	\$ 819.95
Common Stock, \$0.0001 par value per share	2,755,892(3)	\$ 4.00(4)	\$ 11,023,568(4)	\$ 785.98
Underwriter's Warrants to Purchase Common Stock	250,000(5)	N/A	N/A	N/A(6)
Common Stock Underlying Underwriter's Warrants, \$0.0001 par value per share	250,000(7)	N/A	\$ 1,250,000(8)	\$ 89.13
Total Registration Fee				\$ 1,695.06(9)

- (1) In accordance with Rule 416(a), the Registrant is also registering hereunder an indeterminate number of additional shares of Common Stock that shall be issuable pursuant to Rule 416 to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) The registration fee for securities to be offered by the Registrant is based on an estimate of the Proposed Maximum Aggregate Offering Price of the securities, and such estimate is solely for the purpose of calculating the registration fee pursuant to Rule 457(o). Includes shares which the Underwriter has the option to purchase from the selling stockholders to cover over-allotments, if any.
- (3) This Registration Statement also covers the resale under a separate resale prospectus (the "Resale Prospectus") by selling stockholders of the Registrant of up to 2,755,892 shares of Common Stock previously issued to the selling stockholders as named in the Resale Prospectus.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457.
- (5) Represents the maximum number of warrants, each of which will be exercisable at a percentage of the per share offering price, to purchase the Registrant's common stock to be issued to the Underwriter in connection with the public offering.
- (6) In accordance with Rule 457(g) under the Securities Act, because the shares of the Registrant's common stock underlying the Underwriter's warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.
- (7) Represents the maximum number of shares of the Registrant's common stock issuable upon exercise of the Underwriter's warrants.
- (8) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(g) under the Securities Act, based on an estimated maximum exercise price of \$5.00 per share.
- (9) This amount is being paid herewith.

The Registrant amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall

hereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement contains two prospectuses, as set forth below.

- **Public Offering Prospectus.** A prospectus to be used for the public offering by the Registrant (the “Public Offering Prospectus”) of up to 2,500,000 shares of the Registrant's common stock (in addition to 375,000 shares that may be sold upon exercise of the Underwriter’s over-allotment option to purchase such shares from selling stockholders named in the Public Offering Prospectus to cover over-allotments, if any) through the Underwriter named on the cover page of the Public Offering Prospectus. We are also registering the warrants and shares of common stock underlying the warrants to be received by the Underwriter in this offering.
- **Resale Prospectus.** A prospectus to be used for the resale by selling stockholders of up to 2,755,892 shares of the Registrant’s common stock (the “Resale Prospectus”).

The Resale Prospectus is substantively identical to the Public Offering Prospectus, except for the following principal points:

- they contain different outside front covers;
- they contain different Offering sections in the Prospectus Summary section beginning on page 1;
- they contain different Use of Proceeds sections on page 31;
- the Capitalization and Dilution sections on pages 32 and 33, respectively, of the Public Offering Prospectus are deleted from the Resale Prospectus;
- the “Selling Stockholders” portion of the Beneficial Ownership of Certain Beneficial Owners, Management, and Selling Stockholders on page 69 of the Public Offering Prospectus is deleted from the Resale Prospectus;
 - a Selling Stockholder section is included in the Resale Prospectus beginning on page 82A;
- references in the Public Offering Prospectus to the Resale Prospectus will be deleted from the Resale Prospectus;
- the Underwriting section from the Public Offering Prospectus on page 82 is deleted from the Resale Prospectus and a Plan of Distribution is inserted in its place;
- the Legal Matters section in the Resale Prospectus on page 85 deletes the reference to counsel for the Underwriter; and
 - the outside back cover of the Public Offering Prospectus is deleted from the Resale Prospectus.

The Registrant has included in this Registration Statement, after the financial statements, a set of alternate pages to reflect the foregoing differences of the Resale Prospectus as compared to the Public Offering Prospectus.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

Subject To Completion

February 16, 2010

2,500,000 Shares

China Intelligent Lighting and Electronics, Inc.

Common Stock

This is a public offering of our common stock. We are a reporting company under Section 13 of the Securities Exchange Act of 1934, as amended. Our shares of common stock are not currently listed or quoted for trading on any national securities exchange or national quotation system. We intend to apply for the listing of our common stock on the NYSE Amex under the symbol "CIL". There can, however, be no assurance that our common stock will be accepted for listing on NYSE Amex.

We are offering all of the 2,500,000 shares of our common stock offered by this prospectus. We expect that the public offering price of our common stock will be between \$3.00 and \$4.00 per share.

Investing in our common stock involves a high degree of risk. Before buying any shares, you should carefully read the discussion of material risks of investing in our common stock in "Risk Factors" beginning on page 6 of this prospectus

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of anyone's investment in these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$[___]	\$[___]
Underwriting discounts and commissions	\$[___]	\$[___]
Proceeds, before expenses, to China Intelligent Lighting and Electronics, Inc.	\$[___]	\$[___]
Proceeds, before expenses, to selling stockholders	\$[___]	\$[___]

The Underwriter has a 45-day option to purchase up to 375,000 additional shares of common stock from the selling stockholders identified in this prospectus at the public offering price solely to cover over-allotments, if any, if the Underwriter sells more than 2,500,000 shares of common stock in this offering. We will not receive any proceeds from the sale of the shares, if any, by the selling stockholders. If the Underwriter exercises this option in full, the total underwriting discounts and commissions will be \$[___], and total proceeds, before expenses, to the selling stockholders will be \$[___].

The Underwriter will also receive warrants to purchase 250,000 shares of our common stock in connection with this offering. The Underwriter is offering the common stock as set forth under "Underwriting." Delivery of the shares will

be made on or about [_____], 2010.

WestPark Capital, Inc.

The Date of this Prospectus is _____, 2010

[INSIDE FRONT COVER]

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Please read this prospectus carefully. It describes our business, our financial condition and results of operations. We have prepared this prospectus so that you will have the information necessary to make an informed investment decision.

You should rely only on information contained in this prospectus. We and the selling stockholders have not, and the Underwriter has not, authorized any other person to provide you with different information. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state where the offer or sale is not permitted. The information in this prospectus is complete and accurate as of the date on the front cover, but the information may have changed since that date.

PROSPECTUS SUMMARY