

# CHINA XINGBANG INDUSTRY GROUP INC.

Filed by  
**YAO XIAOHONG**

## **FORM SC 13D** (Statement of Beneficial Ownership)

Filed 02/03/12

|             |                                       |
|-------------|---------------------------------------|
| Telephone   | 86 20 38296988                        |
| CIK         | 0001521222                            |
| Symbol      | CXGP                                  |
| SIC Code    | 8742 - Management Consulting Services |
| Industry    | Business Services                     |
| Sector      | Services                              |
| Fiscal Year | 12/31                                 |

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

**CHINA XINGBANG INDUSTRY GROUP INC.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**16951W 104**  
(CUSIP Number)

**Future Media International Limited  
P.O. Box 957, Offshore Incorporations Centre,  
Road Town Tortola,  
British Virgin Islands**

**With a copy to:**

**Barry I. Grossman, Esq.  
Adam Mimeles, Esq.  
Ellenoff Grossman & Schole, LLP  
150 East 42nd Street, 11th Floor  
New York, NY 10017  
Tel: 212 370 1300**

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

**August 5, 2011**  
(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 §§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 Rule 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 purposes 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).

Schedule 13D

CUSIP No. 16951W 104

- (1) Name of Reporting Person  
Future Media International Limited
- (2) Check the Appropriate Box if a Member of a Group  
(a)   
(b)
- (3) SEC Use Only
- (4) Source of Funds  
OO
- (5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- (6) Citizenship or Place of Organization  
British Virgin Islands
- Number of Shares Beneficially Owned by Each Reporting Person With
- (7) Sole Voting Power  
45,000,000(1)
- (8) Shared Voting Power  
0
- (9) Sole Dispositive Power  
45,000,000(1)
- (10) Shared Voting Power  
0
- (11) Aggregate Amount Beneficially Owned by Each Reporting Person  
45,000,000 (1)
- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- (13) Percent of Class Represented by Amount in Row (11)  
55.39%
- (14) Type of Reporting Person  
OO

(1) Includes 44,999,000 shares of issuer common stock owned of record by Future Media International Limited and 1,000 shares of issuer common stock owned of record by Mr. Xiaohong Yao. Mr. Yao is the sole director of Future Media International Limited and the record holder of 90% of its capital stock and may be deemed beneficial owner of such shares in accordance with Rule 13d-3 of the Securities Exchange Act of 1934. Ms. Dongmei Zhong, the wife of Mr. Yao holds 10% of the capital stock of Future Media International Limited. Mr. Yao is the President, Chief Executive Officer and Chairman of the Board of the Issuer.

\* Percentage is calculated on the basis of 81,244,000 shares of Issuer Common Stock outstanding as of January 31, 2012.

(1) Name of Reporting Person

Xiaohong Yao

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

(a)

(b)

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(3) SEC Use Only

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(4) Source of Funds

OO

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

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(6) Citizenship or Place of Organization

People's Republic of China

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(7) Sole Voting Power

45,000,000 (1)

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

(8) Shared Voting Power

0

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(9) Sole Voting Power

45,000,000 (1)

---

(10) Shared Voting Power

0

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person

45,000,000 (1)

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

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

55.39%\*

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(14) Type of Reporting Person

IN

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(1) Mr. Yao is the sole director of Future Media International Limited and the record holder of 90% of its capital stock and may be deemed beneficial owner of such shares in accordance with Rule 13d-3 of the Securities Exchange Act of 1934.

\* Percentage is calculated on the basis of 81,244,000 shares of Common Stock outstanding as of January 31, 2012.

**Item 1. Security and Issuer**

This Schedule 13D (the “ Schedule 13D ”) relates to the common stock, par value 0.001 per share (“Common Stock”), of China Xingbang Industry Group Inc. (the “Company”). The principal executive office of the Company is located at 7/F West Tower, Star International Mansion, No.6-20 Jinsui Rd.,Tianhe District, Guangzhou, Guangdong Province, PRC.

**Item 2. Identity and Background**

(a) This Schedule13D is filed on behalf of Future Media International Limited and Xiaohong Yao (each individually as a “Reporting Person” and collectively as the “Reporting Persons”).

(b) The business address of Future Media International Limited is P.O. Box 957, Offshore Incorporations Centre, Road Town Tortola, British Virgin Islands.

(c) Future Media International Limited is a holding company whose principal business is to hold, transact and dispose of the Common Stock. Mr. Xiaohong Yao is the sole director of Future Media International Limited and the record holder of 90% of its capital stock. Mr. Xiaohong Yao is the President, Chief Executive Officer and Chairman of the Board of Directors of the Company.

(d) None of the Reporting Persons has, during the last five (5) years, been convicted in a criminal proceeding (excluding traffic violation or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five (5) years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, 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) Xiaohong Yao is a citizen of the People’s Republic of China and Future Media International Limited is a company formed under the laws of the British Virgin Islands.

**Item 3. Source and Amount of Funds or Other Consideration**

Pursuant to the closing (the “Closing”) of the transactions contemplated by that certain Share Exchange Agreement dated May 13, 2011 (the “Share Exchange Agreement” and such transactions, the “Share Exchange”) by and among the Company, Xing Bang Industry Group Limited, a British Virgin Islands holding company (“Xingbang BVI”) and shareholders of Xingbang BVI (“Xingbang BVI Shareholders”), the shareholders of Xingbang BVI exchanged 100% of the issued share capital of Xingbang BVI, valued at \$80,000, for 79,999,000 shares of Common Stock of the Company.

**Item 4. Purpose of Transaction**

The purpose of the Share Exchange was for the Company to acquire 100% ownership of Xingbang BVI, and for Xingbang BVI Shareholders to obtain a controlling interest in the Company. The Reporting Persons acquired the securities set forth in this Schedule 13D for investment purposes and to effect the Share Exchange.

At the date of this Schedule 13D, neither of the Reporting Persons, except as set forth in this Schedule 13D, have any other plans or proposals which relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Company or of 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 terms 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 charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any other 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 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 similar action to those enumerated above.

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

- (a) Mr. Xiaohong Yao beneficially owns 45,000,000 shares of Common Stock, representing 55.39% of the issued and outstanding shares of Common Stock. Mr. Xiaohong Yao has sole voting power and dispositive power of all the shares of Common Stock he beneficially owns.
- (b) (i) Future Media International Limited beneficially owns 44,999,000 shares of Common Stock.  
  
(ii) Mr. Xiaohong Yao directly owns 1,000 shares of Common Stock, and he may be deemed the beneficial owner of the 44,999,000 shares of Common Stock, as the sole director of Future Media International Limited, pursuant to Rule 13d-3 of the Act.
- (c) Other than the acquisition of the shares as reported in this Schedule 13D, no actions in the Common Stock were effected during the past sixty (60) days by the Reporting Persons.
- (c) N/A
- (d) N/A
- (e) N/A

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

Except as disclosed herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and any other person with respect to any securities of the Company, 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.

**Item 7. Material to be Filed as Exhibits**

Exhibit 99.1- Share Exchange Agreement dated May 13, 2011 by and among the Company, Xingbang BVI and Xingbang BVI Shareholders.\*

Exhibit 99.2 Joint Filing Agreement. \*\*

\*incorporated by reference to the Company's Registration Statement on Form 10-12g filed with the SEC on June 6, 2011

\*\* filed herein

**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.

Future Media International Limited.

February 3, 2012

By: /s/ Xiaohong Yao

Xiaohong Yao

Title: Sole Director

February 3, 2012

By: /s/ Xiaohong Yao

Xiaohong Yao



**JOINT FILING AGREEMENT**

The undersigned hereby agree that this Statement on Schedule 13D with respect to the shares of common stock of China Xingbang Industry Group Inc., dated the date hereof, is, and any amendments thereto signed by the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 3, 2012

Future Media International Limited.

By: /s/ Xiaohong Yao

Name: Xiaohong Yao

Title: Sole Director

Xiaohong Yao

/s/ Xiaohong Yao

Xiaohong Yao