

ACL SEMICONDUCTORS INC
Form 10-K/A
April 19, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Mark One) **FORM 10-K/A**

Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2012**
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission file number: 000-50140

ACL Semiconductors Inc.

(Exact name of Registrant as specified in its charter)

Delaware **16-1642709**
State or other jurisdiction of (I.R.S. Employer incorporation Identification Number) or organization

**Room 1703, 17/F., Tower 1,
Enterprise Square, 9 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong.**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number including area code : **011-852-3666-9939**

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

Title of each class	Name of each exchange on which registered
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NONE	N/A
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Securities registered pursuant to Section 12(g) of the Act:

**Common
Stock,
\$0.001
par value**
(Title
of
class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
 Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive

proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant as of June 30, 2012 was approximately \$1,629,699.00 based upon the closing price of \$0.20 of the registrant's common stock on the OTC Bulletin Board. (For purposes of determining this amount, only directors, executive officers, and 10% or greater stockholders have been deemed affiliates).

The number of shares of Registrant's Common Stock outstanding as of April 15, 2013 was 39,474,495.

DOCUMENTS INCORPORATED BY REFERENCE

NONE

EXPLANATORY NOTE

This Amendment No. 1 (the “Amendment”) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the “Original Filing”), which was filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 16, 2013, is being filed to amend and restate its Index to Exhibits and XBRL (eXtensible Business Reporting Language) interactive data files in order to correct certain typographical errors included in the Original Filing.

Pursuant to the rules of the SEC, Item 15 of Part IV of the Original Filing has been amended to contain currently-dated certifications from our principal executive officer and principal financial officer, as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The certifications of our principal executive officer and our principal financial officer are attached to this form 10-K/A as Exhibits 31.1, 31.2, 32.1 and 32.2.

Other than as described above, this Amendment No. 1 makes no other changes to the Annual Report on Form 10-K as filed with the Securities and Exchange Commission on April 16, 2013.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACL
SEMICONDUCTORS INC.

By: /s/ Ben Wong
Ben Wong
Chief Executive Officer

Dated: April 19, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Ben Wong Ben Wong	Chief Executive Officer and Director (Principal Executive Officer)	April 19, 2013
/s/ Kun Lin Lee Kun Lin Lee	Chief Financial Officer (Principal Financial and Accounting Officer)	April 19, 2013
/s/ Kenneth Lap Yin Chan Kenneth Lap Yin Chan	Chief Operating Officer and Director	April 19, 2013
/s/ Chung-Lun Yang Chung-Lun Yang	Chairman of the Board of Directors	April 19, 2013
/s/ Man Sing Lai Man Sing Lai	Director	April 19, 2013

/s/ Ho Man Yeung
Ho Man Yeung

Director

April 19, 2013

/s/ Wing Sun Leung
Wing Sun Leung

Director

April 19, 2013

PART IV

Item 15. Exhibits and Financial Statement Schedules

- (a) Documents filed as part of this Report
 (1) List of Exhibits

See Index to Exhibits in paragraph (b) below.

The Exhibits are filed with or incorporated by reference in this report.

- (b) Exhibits required by Item 601 of Regulation S-K.

Exhibit No.	Description
3.1	Certificate of incorporation of the Company, together with all amendments thereto, as filed with the Secretary of State of the State of Delaware, incorporated by reference to Exhibit 3.1 to the Form 8-K filed with the Securities and Exchange Commission on December 19, 2003.
3.2	By-Laws of the Company, as amended, incorporated by reference to Exhibit 3.2 to the Company's Registration Statement.
4.1(a)	Form of specimen certificate for common stock of the Company.
10.1	Research Service Agreement, dated May 1, 2011, by and between eVision Telecom Limited and Guangzhou Yixiang Computer Technology Limited.
10.1	Shareholders Agreement, dated as of March 9, 2012 between Tomen Devices Corporation and ACL International Holdings Limited, incorporated by reference to Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the period ended March 31, 2012 filed with the Securities and Exchange Commission on May 15, 2012.
10.2	Agreement of Sale and Purchase between ACL International Holdings Limited and Zhiming Li, dated September 28, 2012 incorporated by reference to exhibit 2.1 to the form 8-K filed with the Securities and Exchange Commission on September 28, 2012.
10.3	Amended and Restated Finder and Consulting Agreement between the Company and Farburn Holdings Limited, dated October 15, 2012 incorporated by reference to exhibit 10.1 to the form 8-K filed with the Securities and Exchange Commission on October 22, 2012.
10.4	Assignment Agreement, dated December 27, 2012, by and among Aristo Technologies Limited, Atlantic Components Limited, and USmart Electronic Products Limited, incorporated by reference to exhibit 10.1 to the form 8-K filed with the Securities and Exchange Commission on December 27, 2012.

- 21.1 Subsidiaries of the Company.
- 31.1 Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 31.2 Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

**
101.INS XBRL Instance Document

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101.SCH XBRL Taxonomy Extension Schema Document

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101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

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101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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101.LAB XBRL Taxonomy Extension Label Linkbase Document

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101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of any registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under those sections.

Financial statements required by Regulation S-X which are excluded from the annual report to shareholders by Rule 14a-3(b).