

eLong, Inc.
Form 8-A12G/A
October 26, 2004

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

Amendment No. 1 to
FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

eLong, Inc.

(Exact name of registrant as specified in its charter)

The Cayman Islands
(State of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Block B, Xing Ke Plaza

10 Jiuxianqiao Zhonglu

Chaoyang District, Beijing 100016

People's Republic of China
(Address of principal executive offices)

Not Applicable
(Zip Code)

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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), 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), check the following box. p

Securities Act registration statement file number to which this form relates: 333-119606

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 |
|--|--|
| None | None |

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

Ordinary shares, par value US\$0.01 per share *

(Title of Class)

*** Not for trading, but only in connection with the American Depositary Shares, each representing two ordinary shares, are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6 for listing on the Nasdaq National Market.**

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered that appears under the captions "Description of Share Capital", "Description of American Depositary Shares" and "Taxation" contained in the prospectus constituting Part I of the Registrant's Amendment No. 3 to the registration statement on Form F-1 (No. 333-119606), filed under the Securities Act of 1933, as amended, on October 26, 2004 is hereby incorporated by reference in answer to this item.

ITEM 2. Exhibits.

The following exhibits to this Registration Statement have been filed as exhibits to the Registrant's registration statement on Form F-1 and are hereby incorporated herein by reference.

**EXHIBIT
NUMBER**

DESCRIPTION

| | |
|------|--|
| 3.1* | The Second Amended and Restated Articles of Association of the Registrant. |
| 4.1* | Form of Ordinary Share Certificate. |
| 4.3* | Form of Deposit Agreement between the Registrant and JPMorgan Chase Bank, as depositary. |

* Incorporated by reference to the exhibits of the same number to the Registrant's registration statement on Form F-1.

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, thereunto duly authorized.

(Registrant) **ELong, Inc.**

Date: **October 26, 2004**

By: */s/ Justin Tang*

Justin Tang

Chief Executive Officer