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that are based upon beliefs of, and information currently available to, the Company's management as well as estimates and assumptions made by the Company's management. When used in the Filings the words "anticipate", "believe", "estimate", "expect", "future", "intend", "plan" or the negative of these terms and similar expressions as they relate to the Company's or the Company's management identify forward looking statements. Such statements reflect the current view of the Company with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to the Company's industry, operations and results of operations and any businesses that may be acquired by the Company. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Item 3.02 Unregistered Sales of Equity Securities

On December 24, 2008, the Company issued to Hayden Communications International, Inc. three-year warrants to purchase 8,333 shares of the Company's common stock at \$3.0 per share and three-year warrants to purchase 8,333 shares of the Company's common stock at \$3.5 per share. The Company issued these warrants as part of the equity compensation under the Investor Relations Consulting Agreement entered into between the Company and Hayden Communications International, Inc.

All the warrants described above were issued in reliance upon the exemption from registration under the Securities Act 1933 (the "Act") provided by Section 4(2) thereof and Rule 506 thereunder and exemptions from registration under applicable state securities laws.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

EXHIBIT NO.	DESCRIPTION
10.1	Form of Warrant issued to Hayden Communications International, Inc. (\$3.0 per share)
10.2	Form of Warrant issued to Hayden Communications International, Inc. (\$3.5 per share)

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Signature

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

China Pharma Holdings, Inc.  
Date: December 24, 2008

/s/ Zhilin Li

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Zhilin Li  
President and CEO