

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2009-01-26** | Period of Report: **2009-01-16**  
SEC Accession No. **0001357550-09-000004**

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### ISSUER

#### **CS China Acquisition Corp.**

CIK: **1417754** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**  
SIC: **6770** Blank checks

#### Mailing Address

4100 N.E. SECOND AVENUE  
SUITE 318  
MIAMI FL 33137

#### Business Address

4100 N.E. SECOND AVENUE  
SUITE 318  
MIAMI FL 33137  
305-576-1600

### REPORTING OWNER

#### **SPAC GP LLC**

CIK: **1454195** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **000-53087** | Film No.: **09545191**

#### Mailing Address

29 COMMONWEALTH  
AVENUE  
10TH FLOOR  
BOSTON MA 02116

#### Business Address

29 COMMONWEALTH  
AVENUE  
10TH FLOOR  
BOSTON MA 02116  
617-778-7780

#### **WEISS CAPITAL LLC**

CIK: **1357550** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **000-53087** | Film No.: **09545192**

#### Mailing Address

29 COMMONWEALTH AVE.  
BOSTON MA 02116

#### Business Address

29 COMMONWEALTH AVE.  
BOSTON MA 02116  
617-778-7780

#### **WEISS ANDREW M**

CIK: **1357643**  
Type: **3** | Act: **34** | File No.: **000-53087** | Film No.: **09545193**

#### Mailing Address

29 COMMONWEALTH AVE.  
BOSTON MA 02116

#### Business Address

617-778-7780

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: 02/28/2011  
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 hours per response 0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>WEISS CAPITAL LLC</b> (Last) (First) (Middle) <b>29 COMMONWEALTH AVE.,</b> (Street) <b>BOSTON, MA 02116</b> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <b>01/16/2009</b>	3. Issuer Name and Ticker or Trading Symbol <b>CS China Acquisition Corp. [CSAQF]</b>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below) ___ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check applicable line) ___ Form Filed by One Reporting Person ___ <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	796,053 <sup>(1)</sup>	I	See Footnote 1

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	<sup>(2)</sup>	08/10/2013 <sup>(2)</sup>	Common Stock	244,412 <sup>(3)</sup>	\$5	I	See Footnote 3

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS CAPITAL LLC 29 COMMONWEALTH AVE. BOSTON, MA 02116		X		
SPAC GP LLC 29 COMMONWEALTH AVENUE		X		

10TH FLOOR BOSTON, MA 02116				
WEISS ANDREW M 29 COMMONWEALTH AVE. BOSTON, MA 02116		X		

**Explanation of Responses:**

1. Shares reported herein represent shares beneficially owned by a private investment partnership of which Weiss Capital LLC is the Investment Manager, SPAC GP LLC is the General Partner, and Mr. Weiss is the Managing Member of the General Partner. Weiss Capital LLC, SPAC GP LLC, and Mr. Weiss disclaim beneficial ownership of the shares reported herein except to the extent of their pecuniary interest therein.
2. There is currently no exercise date for the warrants, which only become exercisable after the completion of a business combination, and will expire on August 10, 2013, or earlier upon redemption.
3. Warrants reported herein represent warrants beneficially owned by a private investment partnership of which Weiss Capital LLC is the Investment Manager, SPAC GP LLC is the General Partner, and Mr. Weiss is the Managing Member of the General Partner. Weiss Capital LLC, SPAC GP LLC, and Mr. Weiss disclaim beneficial ownership of the warrants reported herein except to the extent of their pecuniary interest therein.

**Signatures**

Georgiy Nikitin, Chief Compliance Officer & Attorney-in-Fact

\*\* Signature of Reporting Person

01/26/2009

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**