

He Guangwen
Form 4
May 04, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
He Guangwen

(Last) (First) (Middle)

27/F, BOBO FORTUNE
CENTER, NO. 368 FURONG
ROAD (S)

(Street)

CHANGSHA CITY, F4 410007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HQ Global Education Inc. [HQGE]

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO, President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock	04/21/2012		P		\$ 4,976,000 A 0.64	19,039,000	I By Global Polytechnic Education Group Limited ⁽¹⁾
Common Stock	04/21/2012		P		\$ 4,335,500 A 0.64	23,374,500	I By Global Polytechnic Education Group Limited ⁽²⁾
	04/23/2012		P		\$ 2,037,000 A (4)	25,411,500	I

Common
Stock

By Global
Polytechnic
Education
Group
Limited ⁽³⁾

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
He Guangwen 27/F, BOBO FORTUNE CENTER NO. 368 FURONG ROAD (S) CHANGSHA CITY, F4 410007	X	X	Chairman, CEO, President	

Signatures

/s/ Guangwen
He 05/04/2012

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

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- Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 4,976,000 shares of the Issuer on April 23, 2012. Guangwen He is the sole director and an 80% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.
- (1)

- Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited has the right to acquire 4,335,500 shares of the Issuer subject to satisfaction of certain conditions. Guangwen He is the sole director and an 80% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.
- (2)

- Pursuant to share transfer agreements dated April 23, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 2,037,000 shares of the Issuer on April 23, 2012. Guangwen He is the sole director and an 80% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Guangwen He is also the sole director of Global Polytechnic Education Group Limited. Guangwen He expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of his pecuniary interest therein.
- (3)

- (4) Minimum price permitted by the laws of Hong Kong Special Administrative Region

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

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