

China Networks International Holdings Ltd
Form SC 13G
April 23, 2010

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)1

China Networks International Holdings Ltd.
(Name of Issuer)

Ordinary Shares, \$0.0001 par value per share
(Title of Class of Securities)

G21125102
(CUSIP Number)

April 13, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. G21125102

1 NAME OF REPORTING PERSON

SOUTH FERRY #2, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	5	SOLE VOTING POWER
SHARES		
BENEFICIALLY		0 shares
OWNED BY	6	SHARED VOTING POWER
EACH		
REPORTING		5,379,123 shares
PERSON WITH	7	SOLE DISPOSITIVE POWER
	8	0 shares
		SHARED DISPOSITIVE POWER

5,379,123 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,379,123 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " " EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. G21125102

1 NAME OF REPORTING PERSON

AARON WOLFSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	6	468,480 shares SHARED VOTING POWER
	7	5,379,123 shares SOLE DISPOSITIVE POWER
	8	468,480 shares SHARED DISPOSITIVE POWER

9 5,379,123 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,847,603 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " " EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 14.3%
TYPE OF REPORTING PERSON

IN

CUSIP NO. G21125102

1 NAME OF REPORTING PERSON

ABRAHAM WOLFSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 0 shares

OWNED BY 6 SHARED VOTING POWER

EACH

REPORTING 5,379,123 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

8 0 shares
SHARED DISPOSITIVE POWER

5,379,123 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,379,123 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " " EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. G21125102

1 NAME OF REPORTING PERSON

MORRIS WOLFSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 5 SOLE VOTING POWER
SHARES

BENEFICIALLY 0 shares

OWNED BY 6 SHARED VOTING POWER

EACH

REPORTING 5,379,123 shares

PERSON WITH 7 SOLE DISPOSITIVE POWER

0 shares

8 SHARED DISPOSITIVE POWER

5,379,123 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,379,123 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) " " EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. G21125102

Item 1(a).

Name of Issuer:

China Networks International Holdings Ltd.

Item 1(b).

Address of Issuer's Principal Executive Offices:

9 Dong San Huan Zhong Lu, Suite 1101
Chaoyong District, Beijing, 100020
People's Republic of China

Item 2(a).

Name of Person Filing:

This statement is jointly filed by South Ferry #2, L.P., a Delaware limited partnership, Aaron Wolfson, Abraham Wolfson and Morris Wolfson (together with South Ferry #2, L.P., Aaron Wolfson and Abraham Wolfson, the "Reporting Persons"). As Aaron Wolfson and Abraham Wolfson are the general partners of South Ferry #2, L.P., and because Morris Wolfson is the portfolio manager of South Ferry #2, L.P., they may be deemed, pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Act"), to be the beneficial owners of the shares of Common Stock held by South Ferry #2, L.P., however, the general partners have delegated to the portfolio manager full voting and dispositive power over the shares of the Issuer held by the limited partnership. Each of Messrs. Wolfson, Wolfson and Wolfson disclaims beneficial ownership of these shares except to the extent of his respective equity interest therein. The Reporting Persons are filing this joint statement, as they may be considered a "group" under Section 13(d)(3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

Item 2(b).

Address of Principal Business Office or, if None, Residence:

One State Street Plaza, 29th Floor
New York, New York 10004

Item 2(c).

Citizenship:

South Ferry #2, L.P. is organized under the laws of the State of Delaware. Aaron Wolfson, Abraham Wolfson and Morris Wolfson are citizens of the United States of America.

Item 2(d).

Title of Class of Securities:

Ordinary Shares

Item 2(e).

CUSIP Number:

G21125102

CUSIP NO. G21125102

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/X/

Not Applicable

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

The percentages reported herein are calculated based on 41,019,993 ordinary shares outstanding following the close of a debt restructuring and financing as reported by the Issuer in two press releases on April 14, 2010.

See Cover Pages Items 5–11.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

CUSIP NO. G21125102

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the
7. Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. G21125102

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 22, 2010

SOUTH FERRY #2, L.P.

By: /s/ Morris Wolfson
Morris Wolfson, portfolio manager

/s/ Aaron Wolfson
AARON WOLFSON

/s/ Abraham Wolfson
ABRAHAM WOLFSON

/s/ Morris Wolfson
MORRIS WOLFSON

