

SUBAYE, INC.
Form SC 13D
May 10, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

SUBAYE, INC.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

86428D 104
(CUSIP Number)

Zhiguang Cai
9/F., Beijing Business World
56 East Xinglong Street
Chongwen District
Beijing, China 10006286
(86) 10-67026968
(Name, Address, and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 6, 2010
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note . Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 (the "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. 86428D 104

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- 1 NAME OF REPORTING PERSONS Enthral Island Limited
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) N/A
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS (see instructions)
OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)
..
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands
- | | | |
|---------------|----|--------------------------|
| NUMBER | 7 | SOLE VOTING POWER |
| OF | | 2,993,627 |
| SHARES | | |
| BENEFICIARILY | | SHARED VOTING POWER |
| OWNED | | -0- |
| BY | | |
| THE | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 2,993,627 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | -0- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY THE REPORTING PERSON
2,060,800
- 12 CHECK BOX IF THE AGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
..
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
40.21%
- 14 TYPE OF REPORTING PERSON (see instructions)
CO
-

Item 1. Security and Issuer

This Schedule 13D relates to the common stock, par value \$0.001 (“Common Stock”) of Subaye, Inc., a Delaware corporation (the “Issuer”). The principal executive offices of the Issuer are located at 9/F., Beijing Business World, 56 East Xinglong Street, Chongwen District, Beijing, China 100062.

Item 2. Identity and Background

(a) This Schedule 13D is being filed by Enthral Island Limited (the “Reporting Person”).

(b) The business address of the Reporting Person is Rm 1013 KSH Centre, 151-153 Hoi Bun Road, Kowloon, Hong Kong.

(c) The Reporting Person is an investment firm. The address of its principal office is listed in Item 2(b) above.

(d)-(e) During the last five years, the Reporting Person has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction where as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a British Virgin Islands corporation.

Item 3. Source and Amount of Funds or Other Consideration

On May 6, 2010, the Reporting Person acquired 2,993,627 shares of the Issuer’s Common Stock in a private transaction with existing stockholders of the Issuer. The Reporting Person paid an aggregate amount of \$9,000,000 cash and 27% of the outstanding shares of the Reporting Person as consideration.

Item 4. Purpose of Transaction

The Reporting Person acquired the Issuer’s Common Stock for passive investment purposes.

Except as set forth above, the Reporting Person does not have any plans or proposals that relate to or would result in:

(a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer.

(b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries.

(c) a sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries.

(d) any other material change in the Issuer's business or corporate structure.

(e) any material change in the present capitalization or dividend policy of the Issuer other than as described herein.

(f) any other material changes in the Issuer's business or corporate structure.

(g) any changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition or control of the Issuer by any person.

h) the securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized or to be quoted in an inter-dealer quotation system of a registered national securities association.

(i) in a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

(j) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

(a) The Reporting Person beneficially owns an aggregate of 2,993,627 shares of the Company's Common Stock, which is 40.21% of the total number of shares of Common Stock outstanding.

(b) The Reporting Person has sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 2,993,627 shares of the Company's Common Stock.

(c) The Reporting Person has not effected any transactions in the Issuer's Common Stock in the past 60 days.

(d) To the knowledge of the Reporting Person, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Schedule 13D.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Other than as described in Item 3 above, there are no other contracts, arrangements, understandings or relationships between the Reporting Person and the Issuer with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits

None.

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.

Date: May 7, 2010

ENTHRAL ISLAND LIMITED

By: /s/ Liu Kang Di

Name: Liu Kang Di

Title: Secretary
