

CHINA NORTH EAST PETROLEUM HOLDINGS LTD  
Form 10-K/A  
June 14, 2011

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A

- ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2010
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34378

CHINA NORTH EAST PETROLEUM  
HOLDINGS LIMITED  
(Exact Name of Registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
Incorporation or organization)

87-0638750  
(I.R.S. Employer  
Identification Number)

445 Park Avenue  
New York, NY 10022  
(Address of principal executive office)

Registrant's telephone number, including area code: (212) 307-3568

Securities registered under Section 12(b) of the Exchange Act:

| Title of each class                | Name of each exchange on which<br>registered |
|------------------------------------|--|
| Common Stock, \$0.001<br>par value | NYSE Amex                                    |

Securities registered under Section 12(g) of the Exchange Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                       |                           |                                  |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input checked="" type="radio"/> |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input type="radio"/>            |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, as of the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$162,276,730. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant.

As of March 3, 2011, there were 29,604,860 shares of the issuer's common stock, \$0.001 par value, issued and outstanding.

Documents Incorporated by Reference

None

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Explanatory Note

China North East Petroleum Holdings Limited (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed with the Securities and Exchange Commission (“SEC”) on March 16, 2011 (the “Original Filing”). The purpose of this amendment is to file the corrected Certifications from the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002, as Exhibit 31.1, Exhibit 31.2, Exhibit 32.1, and Exhibit 32.2. The remainder of the Company’s Annual Report on Form 10-K remains unchanged.

This report speaks as of the filing date of the Original Filing and has not been updated to reflect events occurring subsequent to March 16, 2011. Accordingly, in conjunction with reading this Form 10-K/A, you should also read all other filings that the Company has filed with the SEC since the date of the Original Filing.

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CHINA NORTH EAST PETROLEUM HOLDINGS LIMITED  
ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2010

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 31.1        | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*   |
| 31.2        | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*   |
| 32.1        | Certification of Principal Executive Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*  |
| 32.2        | Certification of Principal Financial Officer furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.* |

\* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, China North East Petroleum Holdings, Limited has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 14, 2011

CHINA NORTH EAST PETROLEUM HOLDINGS, LIMITED

By: /s/ Jingfu Li  
Jingfu Li  
Acting Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Name                               | Title                          | Date          |
|------------------------------------|--------------------------------|---------------|
| /s/ Jingfu Li<br>Jingfu Li         | Acting Chief Executive Officer | June 14, 2011 |
| /s/ Shaohui Chen<br>Shaohui Chen   | Chief Financial Officer        | June 14, 2011 |
| /s/ Ruishi Hu<br>Ruishi Hu         | Director                       | June 14, 2011 |
| /s/ Edward Rule<br>Edward Rule     | Director                       | June 14, 2011 |
| /s/ Wang Hong Jun<br>Wang Hong Jun | Director                       | June 14, 2011 |
| /s/ Yau-Sing Tang<br>Yau-Sing Tang | Director                       | June 14, 2011 |