

Levy Richard N  
Form 3  
November 24, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
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## 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*  
Â Victory Park Master Fund,  
Ltd.

(Last) (First) (Middle)

C/O WALKERS SPV LIMITED,  
WALKER HOUSE,Â 87 MARY  
STREET, GEORGE TOWN

(Street)

GRAND CAYMAN,Â E9Â KY1  
9002

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
11/18/2009

3. Issuer Name **and** Ticker or Trading Symbol  
China Holdings Acquisition Corp. [HOL]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ 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, par value \$0.001	3,852,237	I <sup>(1)</sup>	See remarks <sup>(1)</sup>

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### 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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Victory Park Master Fund, Ltd. C/O WALKERS SPV LIMITED, WALKER HOUSE 87 MARY STREET, GEORGE TOWN GRAND CAYMAN, E9 KY1 9002	Â	Â X	Â	Â
Jacob Capital, L.L.C. 227 W. MONROE STREET, SUITE 3900 CHICAGO, IL 60606	Â	Â X	Â	Â
Victory Park Capital Advisors, LLC 227 W. MONROE STREET, SUITE 3900 CHICAGO, IL 60606	Â	Â X	Â	Â
Levy Richard N 227 W. MONROE STREET, SUITE 3900 CHICAGO, IL 60606	Â	Â X	Â	Â

## Signatures

/s/ Richard Levy, By: Victory Park Credit Opportunities Master Fund, Ltd., By: Richard Levy, Its: Attorney-in-fact	11/24/2009
__Signature of Reporting Person	Date
/s/ Richard Levy, By: Jacob Capital, L.L.C ., By: Richard Levy, Its: Sole Member	11/24/2009
__Signature of Reporting Person	Date
/s/ Richard Levy, By: Victory Park Capital Advisors, LLC, By: Jacob Capital, L.L.C., Its: Manager, By: Richard Levy, Sole Member	11/24/2009
__Signature of Reporting Person	Date
/s/ Richard Levy, By: Richard Levy	11/24/2009
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 400,000 of the reported securities are owned directly by Victory Park Special Situations Master Fund, Ltd. ("Special Situations Fund") and 3,452,237 of such securities are owned directly by Victory Park Credit Opportunities Master Fund, Ltd. ("Credit Opportunities Fund", and together with Special Situations Fund, the "Funds") and indirectly by (i) Victory Park Capital Advisors, LLC as the
- (1) investment manager for the Funds, (ii) Jacob Capital, L.L.C., as the manager of Victory Park Capital Advisors, LLC and (iii) Richard Levy, as the sole member of Jacob Capital, L.L.C. Victory Park Capital Advisors, LLC, Jacob Capital, L.L.C. and Richard Levy disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein. The Funds have entered into an agreement with the Issuer to sell such reported securities to the Issuer upon the completion of the Issuer's business combination.

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### Remarks:

This report is filed jointly by Victory Park Credit Opportunities Master Fund, Ltd., Jacob Capital, L  
LLC and Richard Levy. By Victory Park Special Situations Master Fund, Ltd. and Victory Park Cr  
Ltd.

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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