

Ambow Education Holding Ltd.  
Form 6-K  
June 03, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the Month of June 2013

Commission File Number 001-34824

**Ambow Education Holding Ltd.**

(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

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**18th Floor, Building A, Chengjian Plaza, No.18,  
BeiTaiPingZhuang Road, Haidian District, Beijing  
100088**

**People's Republic of China**

**Telephone: +86 (10) 6206-8000**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).

Yes  No

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**Entry into a Material Definitive Agreement**

On June 3, 2013, Ambow Education Holding Ltd. (the Company ) consummated the transactions provided for in a share purchase agreement dated as of April 28, 2013 (the Share Purchase Agreement ) between the Company and SummitView Investment Limited, an amendment to share purchase agreement (the Amendment ) between the Company, SummitView Investment Limited and SummitView Investment Fund I, L.P. (the Fund ) dated as of May 24, 2013 and a supplementary agreement (the Supplementary Agreement ) dated as of May 31, 2013, regarding the issuance and sale of 30,801,128 Class A Ordinary Shares of the Company to the Fund for a total purchase price of US\$21,000,000.

In connection with the Share Purchase Agreement and the Amendment, the Company and the Fund also entered into a registration rights agreement (the Registration Rights Agreement ), under which the Company granted the Fund certain registration rights.

On June 3, 2013, the Company issued a press release regarding consummation of the transactions contemplated in the Share Purchase Agreement, the Amendment and the Registration Rights Agreement. A copy of such press release is filed herewith as Exhibit 99.1.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Ambow Education Holding Ltd.**

By:	/s/Jin Huang
Name:	Dr. Jin Huang
Title:	President and Chief Executive Officer

Date: June 3, 2013

Exhibit Index

Ex-99.1      Press Release entitled    Ambow Education Holding Ltd. Announces Completion of Investment by SummitView