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ACL SEMICONDUCTOR INC
Form 8-K/A
April 13, 2004

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

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

DECEMBER 31, 2003

(Date of Earliest Event Reported)

ACL SEMICONDUCTORS INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|------------------|
| DELAWARE | 000-50140 | 16-1 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Identifi |

B24-B27,1/F., BLOCK B, PROFICIENT INDUSTRIAL CENTRE, 6 WANG KWUN ROAD, KOWLOON, HONG K

(Address of principal executive offices)

(852) 2799-1996

(Registrant's telephone number, including area code)

This is Amendment No.1 to the Current Report on Form 8-K dated December 31, 2003 and filed with the Securities and Exchange Commission on March 24, 2004 (the "Original Filing"), for the purpose of filing the executed copies of the agreements related to the transaction among the Registrant and Professional Traders Fund, LLC ("PTF"). Except as indicated below and filed herewith, the exhibits listed below were filed as exhibits to the Original Filing.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

| | |
|--------------|--|
| Exhibit 10.6 | Note Subscription dated as of December 31, 2003 by and between the |
| Exhibit 10.7 | 12% Senior Subordinated Convertible Note due December 31, 2004 in of \$250,000 issued by the Registrant to PTF. |

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- Exhibit 10.8 Limited Guaranty and Security Agreement, dated as of December 31, 2003 by Registrant, PTF and the guarantors set forth therein (the "Guarantors")
- Exhibit 10.9 Stock Purchase and Escrow Agreement dated as of December 31, 2003 by Registrant, PTF, the Guarantors and the law firm of Sullivan & Worcester LLP, a
- Exhibit 10.10 Form of Letter Agreement dated as of December 31, 2003 by Registrant and PTF.

SIGNATURE

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

DATED: APRIL 12, 2004

ACL SEMICONDUCTORS INC.

By: /s/ Chung-Lun Yang

Name: Chung-Lun Yang
Title: Chief Executive Officer