

Sino-Global Shipping America, Ltd.
Form S-3/A
February 13, 2018

As filed with the Securities and Exchange Commission on February 13, 2018

Registration No. 333-222098

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 2
to
FORM S-3**

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Sino-Global Shipping America, Ltd.
(Exact Name of Registrant as Specified in Its Charter)

Virginia **11-3588546**
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification Number)
Organization)

**1044 Northern Boulevard, Suite 305
Roslyn, New York 11576-1514**
(Address of principal executive offices) (Zip Code)

(718) 888-1814
(Registrant's telephone number, including area code)

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Lei Cao, Chief Executive Officer
Sino-Global Shipping America, Ltd.
Roslyn, New York 11576-1514
(718) 888-1814**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Elizabeth F. Chen, Esq.

Pryor Cashman LLP
7 Times Square
New York, New York 10036
(212) 421-4100

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒
(Do not check if a smaller Emerging growth company ☐
reporting company)

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of Securities Act. ☐

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission acting pursuant to said Section 8(a) may determine.

EXPLANATORY NOTE

This Amendment No. 2 to the registration statement on Form S-3 (File No. 333-222098) of Sino-Global Shipping America, Ltd. is being filed solely to amend the facing page thereof to incorporate the delaying amendment legend, prescribed by Rule 473(a) of the Securities Act of 1933, as amended. This Amendment No. 2 does not modify any provision of the preliminary prospectus contained in Part I or Part II of the registration statement. Accordingly, this Amendment No. 2 does not include a copy of the preliminary prospectus or Part II of the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement or Amendment thereto on Form S-3 and has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, on February 13, 2018.

SINO-GLOBAL SHIPPING AMERICA, LTD.

By: /s/ Lei Cao
Name: Lei Cao
Title: Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, the following persons in the capacities and on the dates indicated have signed this Amendment No. 2 to the registration statement.

SIGNATURE	TITLE	DATE
/s/ Lei Cao Lei Cao	Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2018
* Tuo Pan	Acting Chief Financial Officer (Principal Accounting and Financial Officer)	February 13, 2018
/s/ Zhikang Huang Zhikang Huang	Chief Operating Officer and Director	February 13, 2018
* Ming Zhu	Director	February 13, 2018
* Tielang Liu	Director	February 13, 2018
* Jing Wang	Director	February 13, 2018

*/s/ Lei Cao

Lei Cao, as Attorney-in-Fact