

Zhong Yabin  
Form 4  
May 04, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Zhong Yabin

(Last) (First) (Middle)

27/F, BOBO FORTUNE  
CENTER, NO. 368 FURONG  
ROAD (S)

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HQ Global Education Inc. [HQGE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2012

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

CHANGSHA CITY, F4 410007

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/21/2012		P		4,976,000	A \$ 0.64	12,596,000	I	By Global Polytechnic Education Group Limited <sup>(1)</sup>
Common Stock	04/21/2012		P		4,335,500	A \$ 0.64	16,931,500	I	By Global Polytechnic Education Group Limited <sup>(2)</sup>
	04/23/2012		P		2,037,000	A <sup>(4)</sup>	18,968,500	I	

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Common  
Stock

By Global  
Polytechnic  
Education  
Group  
Limited <sup>(3)</sup>

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Zhong Yabin 27/F, BOBO FORTUNE CENTER NO. 368 FURONG ROAD (S) CHANGSHA CITY, F4 410007	X

## Signatures

/s/ Yabin Zhong 05/04/2012  
 \*\*Signature of Date  
 Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

(1)

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Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 4,976,000 shares of the Issuer on April 23, 2012. Yabin Zhong is a 20% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her pecuniary interest therein.

Pursuant to a share contribution and purchase agreement dated April 21, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited has the right to acquire 4,335,500 shares of the Issuer subject to the satisfaction of certain conditions. Yabin

- (2) Zhong is a 20% shareholder of Nicestar International Limited which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her pecuniary interest therein.

Pursuant to share transfer agreements dated April 23, 2012 with certain shareholders of the Issuer, Global Polytechnic Education Group Limited acquired 2,037,000 shares of the Issuer on April 23, 2012. Yabin Zhong is a 20% shareholder of Nicestar International Limited

- (3) which is the sole shareholder of Global Polytechnic Education Group Limited. Yabin Zhong expressly disclaims beneficial ownership of securities held by Global Polytechnic Education Group Limited except to the extent of her pecuniary interest therein.
- (4) Minimum price permitted by the laws of Hong Kong Special Administrative Region

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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