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

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**FORM 8-A/A**

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**AMENDMENT NO. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**ATA Inc.**

(Exact name of registrant as specified in its charter)

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Cayman Islands

(State of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

ATA Inc.  
8th Floor, Tower E  
6 Gongyuan West Street,  
Jian Guo Men Nei  
Beijing 100005  
People's Republic of China  
(86-10) 6518-1122  
(Address of principal executive offices)

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Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
American Depositary Shares, each representing two Common Shares	The NASDAQ Stock Market LLC.
Common Shares, par value US\$0.01 per share *	The NASDAQ Stock Market LLC*

\* Not for trading, but only in connection with the registration of American Depositary Shares.

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-148512 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

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### **Explanatory Note**

This Amendment No. 1 to our Form 8-A filed with the Securities and Exchange Commission on January 10, 2008 amends the number of our Common Shares that each American Depositary Share represents. No other changes are made to the Form 8-A.

#### **ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.**

This description of the securities to be registered is contained under the headings "Related Party Transactions," "Description of Share Capital," "Description of American Depositary Shares," "Shares Eligible for Future Sale" and "Taxation" in the Registrant's Registration Statement on Form F-1, originally filed with the Securities and Exchange Commission on January 8, 2008, as amended (File No. 333-148512), which description is incorporated herein by reference. Copies of such description will be filed with The NASDAQ Stock Market LLC.

#### **ITEM 2. EXHIBITS.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ATA Inc.**

By: /s/ Kevin Xiaofeng Ma

Name: Kevin Xiaofeng Ma

Title: Chairman and Chief Executive Officer

Dated: January 25, 2008