

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

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

CNINSURE INC.

(Exact name of registrant as specified in its charter)

Cayman Islands
*(State or other jurisdiction of
incorporation or organization)*

6411
*(Primary Standard Industrial
Classification Code Number)*

Not Applicable
*(I.R.S. Employer
Identification Number)*

**21/F, Yinhai Building
No. 299 Yanjiang Zhong Road
Guangzhou, Guangdong 510110
People's Republic of China
(86 20) 6122-2777**
(Address of Principal Executive Offices)

**CNINSURE INC.
SHARE INCENTIVE PLAN**
(Full title of the plan)

**CT Corporation System
111 Eighth Avenue
New York, New York 10011**
(Name and address of agent for service)

(212) 664-1666
(Telephone number, including area code, of agent for service)

Copies to:

**Yihan Hu
Chief Executive Officer
CNinsure Inc.
21/F, Yinhai Building
No. 299 Yanjiang Zhong Road
Guangzhou, Guangdong 510110
People's Republic of China
(86 20) 6122-2777**

**David T. Zhang, Esq.
Latham & Watkins LLP
41st Floor, One Exchange Square
8 Connaught Place Central
Hong Kong
(852) 2522-7886**

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

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary shares, par value US\$0.001	41,333,300 (3)	\$0.80 (3)	\$33,066,640	\$1,299.52
Ordinary shares, par value US\$0.001	27,087,753 (4)	\$0.79 (4)	\$21,439,956	\$ 842.59
Total	68,421,053 (5)	—	\$54,506,596	\$2,142.11

- (1) These shares may be represented by the registrant's American depositary shares ("ADSs"), each of which represents 20 ordinary shares. The registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-146765).
- (2) Represents ordinary shares issuable pursuant to awards (including the exercise of any options granted) under the CNinsure Inc. Share Incentive Plan (the "Plan"). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional ordinary shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plan.
- (3) These shares are issuable upon exercise of outstanding options granted under the Plan, and the proposed maximum offering price per share represents the exercise price of these options.
- (4) These shares are reserved for future award grants under the Plan, and the proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the registrant's ADSs, as reported on the Nasdaq Global Market on May 29, 2008.
- (5) Any ordinary shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of ordinary shares that may be issued under the Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants covered by the Plan, as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed or furnished by CNinsure Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

- (a) The Registrant's prospectus dated October 30, 2007 filed with the Commission on October 31, 2007 pursuant to Rule 424(b)(4) under the Securities Act (the "Prospectus");
- (b) The Registrant's reports on Form 6-K furnished to the Commission on December 14, 2007, February 26, 2008, May 20, 2008 and May 22, 2008; and
- (c) The description of the Registrant's ordinary shares contained in the Registrant's registration statement on Form 8-A (File No. 001-33768) filed with the Commission on October 25, 2007, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's amended

and restated articles of association, adopted by its shareholders on October 10, 2007, provide for indemnification of officers and directors against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him in connection with the execution or discharge of his duties, powers, authorities or discretions as a director or officer of our company, to the fullest extent permissible under the Companies Law of the Cayman Islands.

Pursuant to indemnification agreements, the form of which was filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-146605), the Registrant has agreed to indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

The Underwriting Agreement, the form of which was filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-146605), also provides for indemnification of the Registrant and its officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Exemption From Registration Claimed

Not applicable.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

Item 9. Undertakings

- (a) The undersigned Registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement
 - (i) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to that information in the registration statement;
 - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and

is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, CNinsure Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Guangzhou, China, on May 30, 2008.

CNINSURE INC.

By: /s/ Yinan Hu
Name: Yinan Hu
Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Mr. Yinan Hu, with full power to act alone, as his true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and as of May 30, 2008.

<u>Signature</u>	<u>Title</u>
<u>/s/ Yinan Hu</u> Yinan Hu	Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ Peng Ge</u> Peng Ge	Director and Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Qiuping Lai</u> Qiuping Lai	Director and President
<u>/s/ Shangzhi Wu</u> Shangzhi Wu	Director
<u>/s/ Yongwei Ma</u> Yongwei Ma	Director
<u>/s/ Stephen Markscheid</u> Stephen Markscheid	Director

Signature

Title

/s/ Allen Warren Lueth

Allen Warren Lueth

Director

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

Authorized Representative in the United States

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the registration statement of the Registrant on Form F-1, as amended (File No. 333-146605))
4.2	Form of Deposit Agreement among the Registrant, the depository, and owners and beneficial owners of American Depositary Receipts (incorporated by reference to Exhibit 4.3 to the registration statement of the Registrant on Form F-1, as amended (File No. 333-146605))
5.1*	Opinion of Maples and Calder, counsel to the Registrant, regarding the legality of the ordinary shares being registered
23.1*	Consent of Deloitte Touche Tohmatsu, independent registered public accounting firm
23.2*	Consent of Maples and Calder (included in Exhibit 5.1)
24.1*	Powers of Attorney (set forth on the signature page of this registration statement)
99.1	CNinsure Inc. Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the registration statement of the Registrant on Form F-1, as amended (File No. 333-146605))

* Filed herewith.

[MAPLES AND CALDER LETTERHEAD]

Our ref ELB\628018\2611596v1

CNinsure Inc.
21/F, Yinhai Building
No. 299 Yanjiang Zhong Road
Guangzhou, Guangdong 510110
People's Republic of China

30 May 2008

Dear Sirs

RE: CNinsure Inc.

We have examined the Registration Statement on Form S-8 to be filed by CNinsure Inc, a Cayman Islands exempted company incorporated with limited liability (the "**Registrant**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended, of an amount of ordinary shares of the Registrant (the "**Shares**") for issuance pursuant to the following Plan (the "**Plan**"):

- CNinsure Inc. - Share Incentive Plan

As Cayman Islands counsel to the Registrant, we have examined the corporate authorisations of the Registrant in connection with the Plan and the issue of the Shares by the Registrant and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorising their issue.

It is our opinion that the Shares to be issued by the Registrant have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the resolutions adopted by the Board of Directors of the Registrant (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Registrant, will be legally issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this registration statement of CNinsure Inc. on Form S-8 of our report dated August 17, 2007, which expressed an unqualified opinion with explanatory paragraph relating to the translation of Renminbi amounts into United States dollar amounts for the convenience of the reader, relating to the consolidated financial statements and related schedule of CNinsure Inc. appearing in the prospectus of CNinsure Inc. dated October 30, 2007.

/s/ Deloitte Touche Tohmatsu

Deloitte Touche Tohmatsu
Hong Kong

May 30, 2008