

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SINA.COM

(Exact name of Registrant as specified in its charter)

CAYMAN ISLAND
(State or other jurisdiction
of incorporation)

52 - 2236363
(I.R.S. Employer
Identification No.)

VICWOOD PLAZA, UNITS 01-03, 18TH FLOOR,
199 DES VOEUX ROAD
CENTRAL, HONG KONG
(Address of principal executive offices)

SINANET.COM 1997 STOCK PLAN
SRS INTERNATIONAL LTD. 1997 STOCK OPTION PLAN
SINA.COM 1999 STOCK PLAN
SINA.COM 1999 EXECUTIVE STOCK PLAN
SINA.COM 1999 DIRECTORS' STOCK OPTION PLAN
SINA.COM 1999 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plans)

VICTOR LEE, CHIEF FINANCIAL OFFICER
SINA.COM
1313 GENEVA DRIVE
SUNNYVALE, CALIFORNIA 94089
(408) 548-0000

(Name, address and telephone number, including area code, of agent for service)

Copy to:

Tae Hea Nahm
Venture Law Group
A Professional Corporation
2800 Sand Hill Road
Menlo Park, California 94025
(650) 854-4488

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(Calculation of Registration Fee on following page)

 CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Sinanet.com 1997 Stock Plan Ordinary Share, \$0.133 par value	499,958 shares	\$ 0.24 (2)	\$ 119,989.92	\$ 31.68
SRS International Ltd. 1997 Stock Option Plan Ordinary Share, \$0.133 par value	257,464 shares	\$ 0.16 (2)	\$ 41,194.24	\$ 10.88
SINA.com 1999 Stock Plan Ordinary Share, \$0.133 par value	2,189,548 shares	\$ 6.10 (2)	\$ 13,356,242.80	\$ 3,526.05
Ordinary Share, \$0.133 par value	2,496,660 shares	\$ 18.00 (3)	\$ 44,939,880.00	\$11,864.13
SINA.com 1999 Executive Stock Plan Ordinary Share, \$0.133 par value	1,614,511 shares	\$ 7.33 (2)	\$ 11,834,365.63	\$ 3,124.27
Ordinary Share, \$0.133 par value	579,239 shares	\$ 18.00 (3)	\$ 10,426,302.00	\$ 2,752.54
SINA.com 1999 Directors' Stock Option Plan Ordinary Share, \$0.133 par value	187,500 shares	\$ 17.00 (2)	\$ 3,187,500.00	\$ 841.50
Ordinary Share, \$0.133 par value	562,500 shares	\$ 18.00 (3)	\$ 10,125,000.00	\$ 2,673.00
SINA.com 1999 Employee Stock Purchase Plan Ordinary Share, \$0.133 par value	3,750,000 shares	\$ 15.30 (4)	\$ 57,375,000.00	\$15,147.00
TOTAL	12,137,380 shares		\$151,405,474.59	\$39,971.05

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- (1) This Registration Statement shall also cover any additional shares of Ordinary shares which become issuable under any of the Plans being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding ordinary shares.
 - (2) Computed in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. Computation based on the weighted average per share exercise price (rounded to nearest cent) of outstanding options under the referenced plan, the shares issuable under which are registered hereby.
 - (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The computation with respect to unissued options is based upon the average ask and bid prices of ordinary shares as reported on the Nasdaq National Market on April 27, 2000.
 - (4) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The computation is based on the average ask and bid prices of ordinary shares as reported on the Nasdaq National Market on April 27, 2000, multiplied by 85%, which is the percentage of the trading purchase price applicable to purchases under the referenced Plan.

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PART II
 INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference:

(a) The Registrant's Prospectus filed on April 12, 2000 pursuant to Rule 424(b) of the Securities Act, which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed.

(b) Not Applicable.

(c) The description of the Registrant's Ordinary shares contained in the Registrant's Registration Statement on Form 8-A filed with the Commission under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") on April 12, 2000, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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 such documents.

Item 4. DESCRIPTION OF SECURITIES. Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Certain legal matters with respect to the legality of the issuance of the ordinary shares registered hereby will be passed upon for the Registrant by Venture Law Group in Menlo Park, California. As of the date of this Registration Statement, attorneys of Venture Law Group own 41,205 shares of the Company's ordinary shares.

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 Articles of Association provide for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except if they acted in a willfully negligent manner or defaulted in any action against them. In addition, the Registrant has entered into Indemnification Agreements with our directors and officers.

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, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable as a matter of U.S. law.

At present, there is no pending litigation or proceeding involving any director, officer, employee or agent of the Company where indemnification will be required or permitted. The Company is not aware of any threatened litigation or proceeding that might result in a claim for such indemnification.

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Item 7. EXEMPTION FROM REGISTRATION CLAIMED. Not applicable.

Item 8. EXHIBITS.

Exhibit
Number

- 5.1 Opinion of Venture Law Group, a Professional Corporation.
- 23.1 Consent of Venture Law Group, a Professional Corporation (included in Exhibit 5.1).
- 23.2 Independent Auditors' Consent (see p. 9).
- 24.1 Powers of Attorney (see p. 6).

Item 9. UNDERTAKINGS.

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 to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) that, for purposes 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.

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 Section 15(d) of the Exchange Act that is incorporated by reference in the 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.

Insofar as the 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 a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the Registrant will, unless in the opinion of its counsel the question has already been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of 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.

[Signature Pages Follow]

Pursuant to the requirements of the Securities Act of 1933, the Registrant, SINA.com, a corporation organized and existing under the laws of Cayman Islands, 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 the City of Sunnyvale, State of California, on May 4, 2000.

SINA.com

By: /s/ Victor Lee

 Victor Lee
 Chief Financial Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Victor Lee and Charles Chao, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorneys-in-fact and agents, or his or her substitute or substitutes, may 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 and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Daniel Chiang ----- Daniel Chiang	Chairman of the Board	April 24, 2000
/s/ Zhidong Wang ----- Zhidong Wang	Chief Executive Officer and President (Principal Executive Officer)	April 24, 2000
/s/ Victor Lee ----- Victor Lee	Chief Financial Officer (Principal Financial Officer)	April 24, 2000
/s/ Charles Chao ----- Charles Chao	Vice President, Finance (Principal Accounting Officer)	April 24, 2000
/s/ Pehong Chen ----- Pehong Chen	Director	April 24, 2000

/s/ Yongji Duan ----- Yongji Duan	Director	April 24, 2000
/s/ Yoshitaka Kitao ----- Yoshitaka Kitao	Director	April 24, 2000
/s/ Lip-Bu Tan ----- Lip-Bu Tan	Director	April 24, 2000
/s/ Ter Fung Tsao ----- Ter Fung Tsao	Director	April 24, 2000

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May 3, 2000

SINA.com
1313 Geneva Drive
Sunnyvale, CA 94089

Registration Statement on Form S-8

Ladies and Gentlemen

We have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by you with the Securities and Exchange Commission (the "Commission") on or about May 4, 2000 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 499,958 ordinary shares pursuant to Sinanet.com 1997 Stock Plan, 257,464 ordinary shares pursuant to SRS International Ltd. 1997 Stock Option Plan, 4,686,208 ordinary shares under SINA.com 1999 Stock Plan, 2,193,750 ordinary shares under SINA.com 1999 Executive Stock Plan, 750,000 ordinary shares under SINA.com 1999 Directors' Stock Option Plan, and 3,750,000 ordinary shares under SINA.com 1999 Employee Stock Purchase Plan (collectively the "Shares"). As your counsel in connection with the Registration Statement, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares.

It is our opinion that upon conclusion of the proceedings being taken or contemplated under the Plans or by us, as your counsel, to be taken prior to the issuance of the Shares, and upon completion of the proceedings being taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states where required, the Shares when issued and sold in the manner described in the Registration Statement will be legally and validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and in any amendment thereto.

Sincerely,

VENTURE LAW GROUP
A Professional Corporation

/s/ Tae Hea Nahm

Tae Hea Nahm

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of SINA.com. of our report dated November 12, 1999, except for Note 12, as to which the date is March 17, 2000, appearing in the Company's Registration Statement on Form-1 (No. 333-11718).

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

San Jose, California

May 3, 2000