

Ambow Education Holding Ltd.  
Form 6-K  
February 18, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For February 2015**

**Commission File No. 001-34824**

**Ambow Education Holding Ltd.**

**18th Floor, Building A, Chengjian Plaza, No. 18,**

**BeiTaiPingZhuang Road, Haidian District**

**Beijing 100088**

**People's Republic of China**

**Telephone: +86 (10) 6206-8000**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES.)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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**Other Information**

Attached hereto as Exhibit 99.1 is a Notice of Extraordinary General Meeting of Shareholders and Proxy Statement of Ambow Education Holding Ltd. (the Company). A copy of the Notice and Proxy Statement has been mailed to each of the Company's Class A Shareholders and holders of the Company's ADRs.

**Exhibits**

99.1 PROXY STATEMENT

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Ambow Education Holding Ltd.**

By:	/s/ Jin Huang
Name:	Jin Huang
Title:	Chairman and Chief Executive Officer

Dated: February 17, 2015