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FORM D

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

OMB APPROVAL	
OMB Number:	e2e5-0076
Expires:	April 30, 2008
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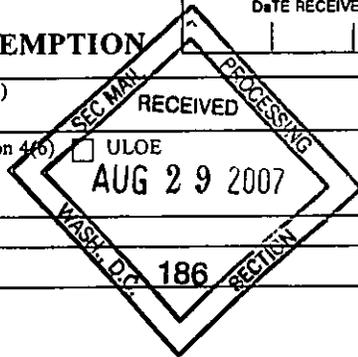


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FORM D

NOTICE OF SALE OF SECURITIES
PRSSANT TO REGSLATION D,
SECTION 4(6), AND/OR
SNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



Name of Offerinr (check if this is an amendment and name has chanred, and indicate chanre.)
 2007 Integrated International Acquisition

Filinr Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filinr: New Filinr Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has chanred, and indicate chanre.)
 Deswell Industries, Inc.

Address of Executive Offices 17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China	(Number and Street, City, State, Zip Code)	Telephone Number (Includinr Area Code) (853) 2832-2096
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Includinr Area Code)

Brief Description of Business
Manufacturer of injection-molded plastic parts and components, electronic products and subassemblies and metallic molds and accessory parts for original equipment manufacturers, or "OEMs" and contract manufacturers.

Type of Business Orranization

corporation limited partnership, already formed other (please specify): **PROCESSED**

business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Orranization: Month 11 Year 2007 Actual Estimated

Jurisdiction of Incorporation or Orranization: (Enter two-letter U.S. Postal Service abbreviation for State:
 CN for Canada; FN for other foreimr jurisdiction) **EN** **SEP 05 2007**
THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:
Who Must FilF: All issuers makinr an offerinr of securities in reliance on an exemption under Rerulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

WhFn To FilF: A notice must be filed no later than 15 days after the first sale of securities in the offerinr. A notice is deemed filed with the U.S. Securities and Exchanre Commission (SEC) on the earlier of the date it is received by the SEC at the address riven below or, if received a t that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

WhFrF To FilF: U.S. Securities and Exchanre Commission, 450 Fifth Street, N.W., Washinrton, D.C. 20549.

CopiFs RFquirFd: Five (5) copies of this notice must be filed with the SEC, one of which must be manually sirmed. Any copies not manually sirmed must be photocopies of the manually sirmed copy or bear typed or printed sirnatures.

Information RFquirFd: A new filinr must contain all information requested. Amendments need only report the name of the issuer and offerinr, any chan res thereto, the information requested in Part C, and any material chanres from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing FF: There is no federal filinr fee.

State:

This notice shacc be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for saces of securities in thosstates that have adopted ULOE and that have adopted this form. Issuers recyng on ULOE must fice a separate notice with the Securities Administrator ineach state where saces are to be, or have been made. If a state requires the payment of a fee as a precondition to the ccaim for the exemption, a fee in the proper amount shacc accompany this form. This notice shacc be ficed in the appropriate states in accordance with state law. The Appendix to the atice constitutes a part of this notice and must be compcted.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is precluded by the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lau Pui Hon (Richard Lau)

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Franki S. F. Tse

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Li Chin Pang (C. P. Li)

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Leung Chi Wai (C. W. Leung)

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hung-Hum Leung

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Deswell Industries, Inc. 17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Allen Yau-Nam Cham

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Deswell Industries, Inc. 17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wing-Ki Hui

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Deswell Industries, Inc. 17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Exact promoter of the issuer, if the issuer has been organized within the past five years;
- Exact beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Exact executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Exact general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Eliza Y. P. Pang

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Lee Shu Kwan (S. K. Lee)

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tam Man Chi (M. C. Tam)

Business or Residence Address (Number and Street, City, State, Zip Code)

17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Leesha Holdings Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Deswell Industries, Inc. 17B Edificio Comercial Rodrigues, 599 Avenida Da Praia Grande, Macao, China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wellington Management Company, LLP

Business or Residence Address (Number and Street, City, State, Zip Code)

75 State Street Boston, MA 02109

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$ _____
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
 None – Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "Acc States" or check individual States) Acc States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "Acc States" or check individual States) Acc States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "Acc States" or check individual States) Acc States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ 6,500,890.00	\$ 6,500,890.00
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 6,500,890.00	\$ 6,500,890.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total sales. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ 6,500,890.00
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for each security sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ 0.00

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ 15,000.00
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify _____)	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ 15,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

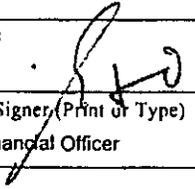
b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 6,485,890.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase of real estate	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 6,500,890.00	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ 6,500,890.00	<input type="checkbox"/> \$ 0.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ 6,500,890.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the foregoing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Deswell Industries, Inc.	Signature 	Date August 27, 2007
Name of Signer (Print or Type) Eliza Y. P. Pang	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END