

ZAP
Form 3
April 29, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â China Electric Vehicle Corp			(Month/Day/Year)	ZAP [ZAAP]
(Last)	(First)	(Middle)	01/12/2011	
1501-08 MILLENNIUM CITY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
5,Â 418 KWUN TONG ROAD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Member of 10% Owner Group	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
KWUN TONG,Â K3Â				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

\$19,000,000 Senior Secured Convertible Promissory Note	01/12/2011	02/12/2012	Common Stock ⁽¹⁾	84,265,000 ⁽¹⁾	\$ ⁽¹⁾	D	Â
Common Stock Warrants (right to buy)	01/12/2011	01/12/2013	Common Stock	20,000,000	\$ 0.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
China Electric Vehicle Corp 1501-08 MILLENNIUM CITY 5 418 KWUN TONG ROAD KWUN TONG, K3	Â	Â X	Â	Member of 10% Owner Group

Signatures

By: /s/ Priscilla M. Lu,
Director

04/29/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This senior secured convertible promissory note in the principal amount of \$19 million can be converted at any time after its issuance date and until three days before its maturity date into 4,435 shares of ZAP Common Stock for each \$1,000 converted under the note, or into 0.003743% of the shares of Zhejiang Jonway Automobile Co., Ltd. owned by ZAP for each \$1,000 converted under the note, at the option of the holder.

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Remarks:

Cathaya Capital, L.P., a greater than ten percent beneficial owner of ZAP, is the sole shareholder

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.