

CHINA JO-JO DRUGSTORES, INC.

Form 5

May 16, 2014

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Zhao Ming

(Last) (First) (Middle)

**1ST FLOOR, YUZHENG PLAZA,
NO. 76, YUHUANGSHAN ROAD
HANGZHOU**

(Street)

2. Issuer Name and Ticker or Trading
Symbol**CHINA JO-JO DRUGSTORES,
INC. [CJJD]**3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
03/31/20145. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Financial Officer

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ZHEJIANG, F4

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
Common Stock	12/31/2013		A	(A) or (D) Amount 60,000 (1)	Price \$ 0	99,000 (2)	D	

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhao Ming 1ST FLOOR, YUZHENG PLAZA, NO. 76 YUHUANGSHAN ROAD HANGZHOU ZHEJIANG, F4	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Ming Zhao 05/16/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) The shares were granted as a restricted stock award under the Company's 2010 Equity Incentive Plan and, pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of December 31, 2013, vested immediately.
- Includes (i) 6,000 shares granted to the Reporting Person for his executive assistance prior to becoming CFO in August 2011; (ii) 8,000 shares granted as a restricted stock award under the Company's 2010 Equity Incentive Plan that, pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of January 16, 2012, will vest on January 16, 2015; and (iii) 40,000
- (2) shares granted as a restricted stock award under the Company's 2010 Equity Incentive Plan that were to vest in eight quarterly installments over two years pursuant to the Restricted Stock Award Agreement between the Reporting Person and the Company dated as of August 1, 2011 (the "2011 Award"). However, on November 1, 2012, Mr. Zhao agreed to forfeit the unvested shares under the 2011 Award, receiving a total of 25,000 shares under the 2011 Award.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.