

NEW DRAGON ASIA CORP

Filed by

NEW DRAGON ASIA FOOD LTD

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 06/18/09

Telephone	852 2815 9892
CIK	0001089590
Symbol	NWD
SIC Code	2000 - Food and kindred products
Industry	Food Processing
Sector	Consumer/Non-Cyclical
Fiscal Year	12/31

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

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(a)
(Amendment No. 6)**

New Dragon Asia Corp.

(Name of Issuer)

Class A Common Stock, par value \$.0001 per share

(Title of Class of Securities)

645378H102

(CUSIP Number)

Heng Jing Lu
c/o New Dragon Asia Food Ltd.
Suite 2808
International Chamber of Commerce Tower
Fuchua Three Road
Shenzhen, China 518048

Mitchell S. Nussbaum
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
212-407-4159

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 27, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

(Continued on following pages)
(Page 1 of 8 Pages)

1	NAME OF REPORTING PERSON	New Dragon Asia Food Ltd.
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	N/A (1)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	British Virgin Islands
	7 SOLE VOTING POWER	N/A
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER	18,576,154
REPORTING PERSON WITH	9 SOLE DISPOSITIVE POWER	N/A
	10 SHARED DISPOSITIVE POWER	18,576,154
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		18,576,154
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		26.1%
14	TYPE OF REPORTING PERSON	
		CO

1	NAME OF REPORTING PERSON	Heng Jing Lu
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	N/A
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	The People's Republic of China
7	SOLE VOTING POWER	N/A
8	SHARED VOTING POWER	18,576,154
9	SOLE DISPOSITIVE POWER	N/A
10	SHARED DISPOSITIVE POWER	18,576,154
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	18,576,154
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	26.1%
14	TYPE OF REPORTING PERSON	IN

Footnotes:

(1) New Dragon Asia Food Ltd. is incorporated in the British Virgin Islands and does not have an I.R.S. Identification Number.

(2) The Schedule 13D, as amended by Amendment No. 1 on October 18, 2005, Amendment No. 2 on April 13, 2006, Amendment No. 3 on December 10, 2007, Amendment No. 4 on September 26, 2008 and Amendment No. 5 on December 3, 2008 reported that the beneficial ownership of the shares owned by New Dragon Asia Food Ltd. is controlled by Heng Jing Lu, the Chairman of the Issuer.

This Amendment No. 6 to Schedule 13D is being filed to report the disposition of shares of Class A Common Stock of the Issuer.

Item 1. Security and Issuer.

This statement relates to the Class A Common Stock, par value \$.0001 per share (the “Common Stock”) of New Dragon Asia Corp., a Florida corporation, (the “Company” or the “Issuer”). The Company’s principal executive office is located Suite 2808, International Chamber of Commerce Tower, Fuchua Three Road, Shenzhen, China 518048.

Item 2. Identity and Background.

(a) This Amendment No. 6 to Schedule 13D is filed by New Dragon Asia Food Ltd. and Heng Jing Lu.

(b) Each of the Reporting Persons’ residence or business address is as follows:

New Dragon Asia Food Ltd.’s business address is Suite 2808, International Chamber of Commerce Tower, Fuchua Three Road, Shenzhen, China 518048;

Mr. Heng Jing Lu’s business address is c/o New Dragon Asia Corp., Suite 2808, International Chamber of Commerce Tower, Fuchua Three Road, Shenzhen, China 518048;

(c) New Dragon Asia Food Ltd., is a holding company organized in the British Virgin Islands. Its sole business is making equity investments in operating companies. Its principal business address is Suite 2808, International Chamber of Commerce Tower, Fuchua Three Road, Shenzhen, China 518048.

Mr. Lu is the Chairman of the Board of Directors of the Issuer. He was the Chief Executive Officer of the Issuer until April 1, 2005. His principal business address is c/o New Dragon Asia Corp. Suite 2808, International Chamber of Commerce Tower, Fuchua Three Road, Shenzhen, China 518048.

(d) During the past five years, neither New Dragon Asia Food Ltd., nor, to the knowledge of New Dragon Asia Food Ltd., has any officer, director or control person of New Dragon Asia Food Ltd., been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the past five years, Mr. Lu has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, neither New Dragon Asia Food Ltd., nor, to the knowledge of New Dragon Asia Food Ltd., has any officer, director or control person of New Dragon Asia Food Ltd., been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, pursuant to which such person, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

During the past five years, Mr. Lu has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, pursuant to which such person, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) New Dragon Asia Food Ltd. is incorporated under the laws of the British Virgin Islands. Mr. Lu is a citizen of the People’s Republic of China.

Item 3. Source and Amount of Funds or Other Consideration.

Prior to May 27, 2009, the Reporting Persons were deemed to beneficially hold an aggregate of 22,476,154 shares of the Company's Common Stock (the "Shares"). This Amendment No. 6 to Schedule 13D was filed to reflect the sale of 3,900,000 shares in the aggregate of the Company's Common Stock in the open market, and not the acquisition by the Reporting Person of any shares of the Company's Common Stock.

Item 4. Purpose of Transaction.

The Reporting Persons holds the remaining 18,576,154 shares of the Company's Common Stock directly, solely for investment purposes. The Reporting Persons have no intention other than to hold the shares for investment and/or sell the shares, as permitted by law.

None of the Reporting Persons have any plans or proposals which relate to or would result in:

- (a) the acquisition by any person of additional securities of the Company;
- (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries;
- (c) a sale or transfer of a material amount of assets of the Company or of any of its subsidiaries;
- (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) any material change in the present capitalization or dividend policy of the Company;
- (f) any other material change in the Company's business or corporate structure;
- (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any other person;
- (h) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act; or
- (j) any similar action to those enumerated above.

Item 5. Interest in Securities of the Issuer.

New Dragon Asia Food Ltd. :

(a) New Dragon Asia Food Ltd. is the beneficial owner of an aggregate of 18,576,154 shares of Common Stock, representing approximately 26.1% of the total issued and outstanding shares of Common Stock.

(b) New Dragon Asia Food Ltd. has sole power to vote or direct the vote of 0 shares of Common Stock and the sole investment and voting power over 0 shares of Common Stock. New Dragon Asia Food Ltd. has shared power to vote or direct the vote of 18,576,154 shares of Common Stock

(c) During the past 60 days, New Dragon Asia Food Ltd. has sold a total of 3,900,000 Common Stock of the Company.

(d) To the knowledge of New Dragon Asia Food Ltd., other than as described in this Amendment No. 6 to Schedule 13D, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares owned by it.

(e) Not applicable.

Heng Jing Lu :

(a) Heng Jing Lu is the beneficial owner of an aggregate of 18,576,154 shares of Common Stock, representing approximately 26.1% of the total issued and outstanding shares of Common Stock.

(b) Heng Jing Lu has sole power to vote or direct the vote of 0 shares of Common Stock and the sole investment and voting power over 0 shares of Common Stock. Mr. Lu has shared power to vote or direct the vote of 18,576,154 shares of Common Stock and the shared power to dispose of and direct the disposition of 18,576,154 shares of Common Stock.

(c) Mr. Lu has not effected any transactions in the Common Stock of the Company in the past 60 days.

(d) To the knowledge of Mr. Lu, other than as described in this Amendment No. 6 to Schedule 13D, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares owned by it.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Heng Jing Lu is the holder of record of 100% of the equity interests of New Dragon Asia Food Ltd. which holds approximately 26.1% of the issued and outstanding shares of the Common Stock of the Company. Mr. Heng Jing Lu has voting and dispositive control over the shares of the Company held by New Dragon Asia Food Ltd. Mr. Lu is thereby deemed to have beneficial ownership of such shares.

Item 7. Materials to be Filed as Exhibits.

Not applicable

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 18, 2009

New Dragon Asia Food Ltd.

By: /s/ Heng Jing Lu

Name: Heng Jing Lu

Title: Director

/s/ Heng Jing Lu

Heng Jing Lu
