



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 the month of May 2011

Commission File Number 000-53776

China Metro-Rural Holdings Limited
(Translation of registrant's name into English)

Suite 2208, 22/F Sun Life Tower,
The Gateway, 15 Canton Road,
Tsimshatsui, Kowloon, Hong Kong
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): _____



On May 11, 2011, the Company issued a press release announcing the closing of an offering of units with Maxim Group LLC as underwriter. A copy of the press release is furnished as Exhibit 99.1 hereto.



SIGNATURES

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.

Date: May 11, 2011

CHINA METRO-RURAL HOLDINGS LIMITED

By _____ /s/ Sio Kam Seng
Sio Kam Seng
Executive Director and Vice Chairman of the
Board and Chief Executive Officer



EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 11, 2011.

**Exhibit 99.1****China Metro-Rural Holdings Limited**

FOR IMMEDIATE RELEASE

CNR Announces Closing of Units Offering

NEW YORK - (MARKETWIRE) — May 11, 2011 — China Metro-Rural Holdings Limited (NYSE Amex: CNR) is pleased to announce that it has closed an underwritten public offering of 1,517,978 units at a price to the public of \$2.88 per unit. The offering yielded gross proceeds (before the underwriting discount and commissions and estimated offering expenses) of approximately \$4.37 million. Each unit consists of one of CNR's ordinary shares and a warrant to purchase 0.65 of one of CNR's ordinary shares. The exercise price of the warrants is \$3.456 per ordinary share, subject to certain adjustments.

CNR intends to use the proceeds of the offering for the acquisition of land use rights for China Northeast Logistics City – Dezhou, additional capital for Phase II construction of China Northeast Logistics City – Tieling and for general corporate purposes.

Maxim Group LLC acted as the sole underwriter of the offering.

The offering was made pursuant to the Company's existing shelf registration statement, which has been filed with and declared effective by the Securities and Exchange Commission.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which the offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities sold have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the prospectus supplement, the prospectus or CNR's shelf registration statement.

ABOUT CHINA METRO-RURAL HOLDINGS LIMITED

China Metro-Rural Holdings Limited is one of the leading developers and operators of large scale, integrated agricultural logistics and trade centers in Northeast China that facilitate a relationship between sellers and buyers of agricultural commodities and small appliances, provide relevant physical platform and timely marketing information and intelligence, provide a transparent and competitive market price discovery mechanism and provide infrastructure to enhance the living standards of those from the rural area.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are, by their nature, subject to risks and uncertainties. This Act provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements, including statements regarding industry prospects and future results of operations or financial position, made in this press release are forward looking.

Words such as “continue”, “consider”, “probably”, “will”, “strive” and similar expressions may identify forward-looking statements. These forward-looking statements include, without limitation, statements relating to: the Company’s future performance, the Company’s expansion efforts, the state of economic conditions, the Company’s market and the governmental policy. These forward-looking statements are based on assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors the Company believes to be appropriate in particular circumstances. However, whether actual results and developments will meet the Company’s expectations and predictions depends on a number of known and unknown risks and uncertainties and other factors, any or all of which could cause actual results, performance or achievements to differ materially from the Company’s expectations, whether expressed or implied by such forward-looking statements.

CONTACT:

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