
**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 December 2013

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): ☐

The information included in the Report on Form 6-K is incorporated by reference into the registration statements on Form F-3 (File No. 333-171825 and File No. 333-184774).

Attached hereto and incorporated by reference herein is a notice to the holders of warrants to purchase Ordinary Shares relating to an adjustment of the exercise price of such warrants.

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: December 23, 2013

CHINA METRO-RURAL HOLDINGS LIMITED

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Notice to warrant holders dated December 23, 2013.

[China Metro-Rural Letterhead]

December 23, 2013

Dear Warrant Holders,

RE: ADJUSTMENT TO THE EXERCISE PRICE OF WARRANTS

In respect of the Warrants that the Company issued to you on May 11, 2011 and further to the letters we sent to you dated August 16, 2011 concerning adjustment due to certain share issuances in August of 2011, July 16, 2012 concerning adjustment due to the certain make good adjustment and August 20, 2012 concerning adjustment due to issuance of US\$60 million convertible bonds and warrants, the Company hereby informs you that the exercise price of the warrants is further adjusted from US\$1.959 per ordinary share to US\$1.8929 per ordinary share (the "Adjustment") pursuant to Section 2(d)(ii) of the Warrant to Purchase Ordinary Shares, as a result of recent issuance of US\$15 million convertible bonds with a initial conversion price of US\$1.30 per Ordinary Share (the "CBs"). The Adjustment is effective from December 20, 2013. A calculation of the adjusted exercise price of the Warrants is attached as Appendix A to this letter for your reference and reflects (A) the current adjustment due to issuance of the CBs and the CB Warrants; (B) the adjustment due to issuance of the CBs and the CB Warrants in August 2012, (C) the adjustment due to the Adjusted EBITDA for the fiscal year ended March 31, 2012 and (D) the adjustment due to certain share issuances in August of 2011. For the purpose of this letter, the terms used in this letter shall have the same meaning as contained in the Warrant Agent Agreement and the Warrant to Purchase Ordinary Shares filed as an exhibit to the Form 6-K dated May 11, 2011, which can be found on the website of the Securities and Exchange Commission at www.sec.gov and the Company at www.chinametrorural.com.

Yours truly,

FOR AND ON BEHALF OF
CHINA METRO-RURAL HOLDINGS LIMITED

/s/ Sio Kam Seng
Sio Kam Seng
Acting Chief Financial Officer

Exhibit A

China Metro-Rural Holdings Limited

Calculation on Adjustment to Exercise Price of Warrants

	Number of shares	Issue/exercise price US\$	Consideration US\$
Private Placement Closed on 2 August 2011:			
Ordinary shares issued	2,000,000	2.500	5,000,000
Private Placement Closed on 16 August 2011:			
Ordinary shares issued	5,900,000	2.500	14,750,000
Underlying ordinary shares exercisable from warrants	5,900,000	2.875	16,962,500
Issuance of CBs and CB Warrants on 15 August 2012:			
Underlying ordinary shares convertible from the CBs	55,499,028	1.081	60,000,000
Underlying ordinary shares exercisable from the CB Warrants	6,000,000	1.297	7,783,800
Issuance of CBs on 20 December 2013	11,538,459	1.300	15,000,000
Aggregate consideration	86,837,487	(A)	119,496,300
Original Exercise Price		(B)	3.456
Number of shares (A) would purchase at the Original Exercise Price		(A)/(B)	34,576,475
Adjusted exercise price of the Warrants pursuant to Section 2(c) of the Warrants to Purchase Ordinary Shares	= 2.88* x	$\frac{65,643,782}{65,643,782 + 86,837,487} +$	$\frac{34,576,475}{86,837,487}$
Adjusted exercise price of the Warrants	= 2.88* x	65.73%	
Adjusted exercise price of the Warrants (US\$)	= 1.8929		

* The exercise price of the Warrants is adjusted from US\$3.456 to US\$2.88 pursuant to Section 2(d)(ii) of the Warrants to Purchase Ordinary Shares due to the Adjusted EBITDA for the fiscal year ended March 31, 2012.