



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3030

April 21, 2010

VIA U.S. MAIL and FAX 8610-5898-1357

Changli Wang  
Chief Executive Officer  
Hollysys Automation Technologies Ltd.  
10 Jiancaicheng Middle Road  
Xisanqi, Haidian District  
Beijing, People's Republic of China 100096

**Re: Hollysys Automation Technologies Ltd.  
Form 20-F for the fiscal year ended June 30, 2009  
Filed September 30, 2009  
File No. 001-33602**

Dear Mr. Wang:

We have reviewed your letter dated April 9, 2010 and have the following comments. Where indicated, we think you should revise your future documents in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 20-F for the Fiscal Year Ended June 30, 2009

Item 3. Key Information, page 5

Selected Consolidated Financial Data, page 5

1. We note your response to our prior comment 1 indicating that you have *chosen* to present the selected financial data for three years. Please note that Item 3.A of Form 20-F requires you to provide selected historical financial data for the five most recent financial years unless you represent to us that you are unable to present the information without unreasonable effort or expense. We note that this does not appear to be the case since the information for years four and five were previously provided. Please confirm that you will provide the information for all five years in your future Forms 20-F.
2. We note your response to our prior comment 2 indicating that you had provided disclosure relating to the adjusted items, such as amortization of bridge loans and stock compensation in notes to the financial statements. Please confirm that in future filings in which you provide non-GAAP measures in the selected financial data table you will provide, or reference the reader to, information similar to your response to our prior comment 4.
3. We note your response to our prior comment 4 and the disclosures you intend to include in future filings with non-GAAP measures. Tell us what you mean by the statement “the stock-based operations are non-cash transaction, and are affected by historical stock prices which are irrelevant to forward-looking analysis and are not necessarily linked to the operational performance.” Tell us why your stock-based compensation expenses would not be linked to your operational performance. Please revise the proposed disclosure to clearly explain to investors why a non-GAAP measure excluding the non-cash stock based compensation is meaningful to their understanding of your business.

Operating Results – Comparison of Fiscal Years Ended June 30 2009 and 2008, page 40

VAT Refunds and Government Subsidy, page 42

4. We note your response to our prior comment 3. Please confirm that in future filings you will disclose to investors policies for recognizing VAT refunds and government subsidies that are consistent with your response.

Acknowledgements

5. You did not provide the three acknowledgements requested in our previous letter and, therefore, we issue our request for the acknowledgements, which must be signed by an officer of the registrant. Please provide, in writing, a statement from the company acknowledging that:

Changli Wang  
Hollysys Automation Technologies Ltd.  
April 21, 2010  
Page 3

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a cover letter that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

You may contact Andri Boerman, Staff Accountant, at (202) 551-3645 or me at (202) 551-3671 if you have any questions regarding these comments.

Sincerely,

Martin F. James  
Senior Assistant Chief Accountant