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SHANDA GAMES LTD

FORM 6-K
(Report of Foreign Issuer)

Filed 11/15/11 for the Period Ending 11/01/11

Telephone	(86-21)5050-4740
CIK	0001470157
Symbol	GAME
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Recreational Products
Sector	Consumer Cyclical
Fiscal Year	12/31

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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: November 2011

Commission File Number: 001-34454

Shanda Games Limited

(Exact name of registrant as specified in its charter)

No. 1 Office Building
No. 690 Bibo Road
Pudong New Area
Shanghai 201203
People's Republic of China
(8621) 5050-4740
(Address of principal executive offices)

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):

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.

Shanda Games Limited

By: /s/ Qunzhao Tan
Name: Qunzhao Tan
Title: Chief Executive Officer

Date: November 15, 2011

EXHIBIT INDEX

Exhibit Number	Description
Exhibit 99.1	Notice of Annual General Meeting and Proxy Statement
Exhibit 99.2	Proxy Form
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Exhibit 99.1

SHANDA GAMES LIMITED
(incorporated in the Cayman Islands with limited liability)
(NASDAQ: GAME)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting of shareholders (the "Meeting") of Shanda Games Limited (the "Company") will be held on November 25, 2011 at 2:00 p.m., local time, at Unit 403A, 4/F, Golden Centre, 188 Des Voeux Road Central, Hong Kong for the following purposes:

1. To re-elect Mr. Qunzhao Tan as a director of the Company;
2. To re-elect Mr. Tianqiao Chen as a director of the Company;
3. To re-elect Mr. Danian Chen as a director of the Company;
4. To re-elect Ms. Grace Wu as a director of the Company;
5. To re-elect Mr. Andy Lin as a director of the Company;
6. To re-elect Mr. Heng Wing Chan as a director of the Company;
7. To elect Mr. Guoxing Jiang as a director of the Company; and
8. To approve, ratify and confirm the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditors for the year ending December 31, 2011.

The Board of Directors of the Company has fixed the close of business on October 21, 2011 as the record date (the "Record Date") for determining the shareholders entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof.

Pursuant to the Company's Amended and Restated Memorandum and Articles of Association, on a poll, each holder of Class A ordinary shares of the Company shall be entitled to one vote in respect of each Class A ordinary share held by him on the Record Date and each holder of Class B ordinary shares of the Company shall be entitled to ten votes in respect of each Class B ordinary share held by him on the Record Date.

Shareholders may obtain a copy of the proxy materials, including the Company's 2010 annual report, from the Company's website at www.shandagames.com or by submitting a request to IR@shandagames.com.

By Order of the Board of Directors,

/s/ Qunzhao Tan

Qunzhao Tan
Chairman of the Board of Directors and Chief Executive Officer

Shanghai, China

November 11, 2011

SHANDA GAMES LIMITED
2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 25, 2011

PROXY STATEMENT

The Board of Directors of Shanda Games Limited (the "Company") is soliciting proxies for the annual general meeting of shareholders (the "Meeting") of the Company to be held on November 25, 2011, at 2:00 p.m., local time, or at any adjournment or postponement thereof. The Meeting will be held at Unit 403A, 4/F, Golden Centre, 188 Des Voeux Road Central, Hong Kong.

Holders of record at the close of business on October 21, 2011 (the "Record Date") of shares in the capital of the Company are entitled to vote at the Meeting or at any adjournment or postponement thereof. The quorum shall be one or more shareholders present in person or by proxy and holding not less than 50% of the voting rights represented by the issued ordinary shares of the Company.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. *Each holder of Class A ordinary shares of the Company shall be entitled to one vote in respect of each Class A ordinary share held by him on the Record Date. Each holder of Class B ordinary shares of the Company shall be entitled to ten votes in respect of each Class B ordinary share held by him on the Record Date* .

PROPOSALS TO BE VOTED ON

At the Meeting, ordinary resolutions will be proposed as follows:

1. To re-elect Mr. Qunzhao Tan as a director of the Company;
2. To re-elect Mr. Tianqiao Chen as a director of the Company;
3. To re-elect Mr. Danian Chen as a director of the Company;
4. To re-elect Ms. Grace Wu as a director of the Company;
5. To re-elect Mr. Andy Lin as a director of the Company;
6. To re-elect Mr. Heng Wing Chan as a director of the Company;
7. To elect Mr. Guoxing Jiang as a director of the Company; and
8. To approve, ratify and confirm the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditors for the year ending December 31, 2011.

The Board of Directors recommends a vote "FOR" each proposal.

VOTING PROCEDURE FOR HOLDERS OF ORDINARY SHARES

For holders of the Company's ordinary shares, you should vote by either attending the Meeting in person or by mailing the attached proxy form as instructed therein.

VOTING PROCEDURE FOR HOLDERS OF AMERICAN DEPOSITARY SHARES

JPMorgan Chase Bank, N.A., as depositary of the American Depositary Shares (the "ADSs"), has advised the Company that it intends to mail to all holders of ADSs the Notice of the Meeting, this Proxy Statement and an ADS Voting Instruction Card. Upon the delivery of a signed and completed ADS Voting Instruction Card as instructed therein, the depositary will endeavor, to the extent practicable, to vote or cause to be voted the amount of Class A ordinary shares represented by the ADSs, evidenced by American Depositary Receipts related to those ADSs, in accordance with the instructions set forth in such request. The depositary has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. If the enclosed ADS Voting Instruction Card is properly signed and dated but no direction is made, the Class A ordinary shares represented by such ADSs will not be voted by the depositary at the Meeting.

As the holder of record for all the Class A ordinary shares represented by the ADSs, only the depositary may vote those Class A ordinary shares at the Meeting. Holders of ADSs may attend, but may not vote at, the Meeting.

The depositary and its agents are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions.

There is no guarantee that holders of the ADSs or any such holder in particular will receive the Notice of the Meeting with sufficient time to instruct the depositary to vote, and it is possible that a holder of the ADSs will not have the opportunity to exercise its right to vote.

ANNUAL REPORT TO SHAREHOLDERS

Pursuant to NASDAQ's Marketplace Rules which permit companies to make available their annual report to shareholders on or through the company's website, the Company posts its annual reports on the Company's website. The annual report has been filed with the U.S. Securities and Exchange Commission. The Company adopted this practice to avoid the considerable expense associated with mailing physical copies of such report to record holders and beneficial owners of the Company's ADSs and Class B ordinary shares. You may obtain a copy of our 2010 annual report to shareholders by visiting the "Financial Reports" heading under the "Investor Relations" section of the Company's website at www.shandagames.com. If you want to receive a paper or email copy of the Company's 2010 annual report to shareholders, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy to the Investor Relations department of the Company, at IR@shandagames.com.

PROPOSAL NO. 1 THROUGH PROPOSAL NO. 7

ELECTION OF DIRECTORS

The Board of Directors currently consists of seven members. Six of the current directors named below will seek re-election at the Meeting, and Mr. Guoxing Jiang will seek election as a director at the Meeting.

Each director to be elected will hold office until the next annual general meeting of shareholders and until such director's successor is elected and is duly qualified, or until such director's earlier death, bankruptcy, insanity, resignation or removal.

DIRECTORS FOR RE-ELECTION

Qunzhao Tan, age 35, has served as the chairman of the Company's Board of Directors since May 2009 and as its chief executive officer since January 2010. Prior to joining the Company, Mr. Tan served as the president of Shanda Interactive Entertainment Limited since April 2008 and its chief technology officer since July 2003. Mr. Tan is also a member of the board of directors of Shanda Interactive Entertainment Limited and Actoz Soft, Co. Ltd. Mr. Tan holds a bachelor's degree in chemical engineering from East China University of Science and Technology and an executive master of business administration degree from Peking University.

Tianqiao Chen, age 37, has served as a director of the Company since June 2008. Mr. Chen is one of the co-founders of Shanda Interactive Entertainment Limited and has served as the chairman of the board of directors and the chief executive officer of Shanda Interactive Entertainment Limited since its inception in December 1999. Mr. Chen established Shanghai Shanda Networking Co., Ltd. with Danian Chen, who is also a director of the Company, in December 1999. Mr. Chen also serves as a member of the board of directors of SinoMedia Holding Ltd., which is listed on the Hong Kong Stock Exchange, and Ku6 Media Co., Ltd., which is listed on the Nasdaq Global Market. Mr. Chen holds a bachelor's degree in economics from Fudan University. Mr. Chen is the brother of Danian Chen.

Danian Chen, age 32, has served as a director of the Company since June 2008. Mr. Chen is one of the co-founders of Shanda Interactive Entertainment Limited. Mr. Chen has served in various capacities at Shanda Interactive Entertainment Limited, mostly recently as the chief operating officer beginning in April 2008. Mr. Chen is also a member of the board of directors of Shanda Interactive Entertainment Limited, a position which he has held since its inception in 1999, and Ku6 Media Co., Ltd. Mr. Chen is the brother of Tianqiao Chen.

Grace Wu, age 40, has served as a director of the Company since October 2010. Ms. Wu is the chief financial officer of Shanda Interactive Entertainment Limited, a position she has held since 2007. From 2002 to 2007, Ms. Wu worked for AU Optronics Corp., a leading TFT-LCD manufacturer. Prior to that, Ms. Wu worked for Goldman Sachs and Lehman Brothers. Ms. Wu is also a member of the board of directors of Shanda Interactive Entertainment Limited and Ku6 Media Co., Ltd. Ms. Wu holds a bachelor's degree from National Taiwan University and a master of international affairs degree in international banking and finance from Columbia University.

Andy Lin, age 37, has served as a director of the Company since May 2009. Mr. Lin currently serves as the general manager of China Universal Asset Management Co., Ltd. He previously served as a manager and an assistant director of the listing department of the Shanghai Stock Exchange and served at the China Securities Regulatory Commission as a regulator. Mr. Lin obtained a master's degree in economics from Fudan University and a master of business administration degree from Harvard Business School.

Heng Wing Chan, age 64, has served as a director of the Company since June 2009. Mr. Chan currently serves as managing director of international relations for Temasek International Pte. Ltd., an investment company based in Singapore and wholly owned by the Singapore Ministry of Finance. Mr. Chan previously served as the chief China representative of Temasek and was primarily responsible for managing Temasek's relationships with foreign governments and private enterprises. Prior to that, he worked for the Ministry of Foreign Affairs and the Ministry of Information of Singapore, including serving in Singapore's Permanent Mission to the United Nations, as Consul-General to Hong Kong, Singapore's Ambassador to Thailand and Consul-General to Shanghai. Mr. Chan also served as the press secretary to Prime Minister Goh Chok Tong and head of the Media Division in the Singapore Ministry of Information and the Arts. Prior to his diplomatic career, Mr. Chan was a television producer and commentator. Mr. Chan holds a bachelor's and master's degree in philosophy from the University of Singapore and a degree from the Columbia Graduate School of Journalism.

DIRECTOR FOR ELECTION

Guoxing Jiang, age 42, is the general manager of Zhejiang Daily Media Group Co., Ltd., formerly named Shanghai Whitecat Shareholding Co., Ltd. Prior to that, Mr. Jiang served as the vice general manager of Zhejiang Daily Media Holding Group Co., Ltd. and the general manager and vice general manager of Zhejiang Shinkansen Media Investment Co., Ltd. He also previously served as the chief editor of the special issue department of the Morning Express and the director of the securities weekly department and vice director, reporter and assistant report of the news department of the Economic Life News. Currently, Mr. Jiang also serves as a director of Zhejiang Daily Media Group Co., Ltd., chairman of Zhejiang Shinkansen Media Investment Co., Ltd., vice chairman of Zhejiang Dali Technology Co., Ltd., chairman of Zhejiang Yicheng Venture Capital Co., Ltd., director of Dongfang Xingkong Venture Capital Co., Ltd., and director of Zhejiang Wasu Media Network Co., Ltd. Mr. Jiang was recognized as a "national publicity and culture system talent," as one of the first "Zhejiang publicity and culture system talents," and among the second batch of "leading talents in the national news publishing industry." Mr. Jiang holds a bachelor's degree in economics from Wuhan University.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR*
THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.

PROPOSAL NO. 8

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

The Company's audit committee recommends, and the Board of Directors concurs, that PricewaterhouseCoopers Zhong Tian CPAs Limited Company be appointed as the Company's independent auditors for the year ending December 31, 2011.

In the event that our shareholders fail to ratify the appointment, our audit committee will reconsider its selection. Even if the selection is ratified, our audit committee in its discretion may direct the appointment of a different independent auditing firm at any time during the year if the audit committee believes that such a change would be in the best interests of the Company and its shareholders.

THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE RECOMMEND
A VOTE *FOR* RATIFICATION OF THE APPOINTMENT OF
PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS LIMITED COMPANY
AS THE COMPANY'S INDEPENDENT AUDITORS
FOR THE YEAR ENDING DECEMBER 31, 2011.

OTHER MATTERS

The Board of Directors is not aware of any other matters to be submitted to the Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

/s/ Qunzhao Tan
Qunzhao Tan
Chairman of the Board of Directors and
Chief Executive Officer

Dated: November 11, 2011

Exhibit 99.2

THIS PROXY IS SOLICITED ON BEHALF OF
THE BOARD OF DIRECTORS OF
SHANDA GAMES LIMITED
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 25, 2011

The undersigned shareholder of Shanda Games Limited, a Cayman Islands company (the "Company"), hereby acknowledges receipt of the Notice of Annual General Meeting of Shareholders (the "Meeting") and the Proxy Statement, each dated November 11, 2011, and hereby appoints the chairman of the Meeting, as proxy, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Meeting of the Company to be held on November 25, 2011, at 2:00 p.m., local time, at Unit 403A, 4/F, Golden Centre, 188 Des Voeux Road Central, Hong Kong, or at any adjournment or postponement thereof, and to vote all Class B ordinary shares which the undersigned would be entitled to vote if then and there personally present, on the matters set forth below (i) as specified by the undersigned below and (ii) in the discretion of any proxy upon such other business as may properly come before the Meeting, all as set forth in the Notice of the Meeting and in the Proxy Statement furnished herewith.

This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the following proposals:

PROPOSAL NO. 1: To re-elect Mr. Qunzhao Tan as a director of the Company;

PROPOSAL NO. 2: To re-elect Mr. Tianqiao Chen as a director of the Company;

PROPOSAL NO. 3: To re-elect Mr. Danian Chen as a director of the Company;

PROPOSAL NO. 4: To re-elect Ms. Grace Wu as a director of the Company;

PROPOSAL NO. 5: To re-elect Mr. Andy Lin as a director of the Company;

PROPOSAL NO. 6: To re-elect Mr. Heng Wing Chan as a director of the Company;

PROPOSAL NO. 7: To elect Mr. Guoxing Jiang as a director of the Company; and

PROPOSAL NO. 8: To approve, ratify and confirm the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditors for the year ending December 31, 2011.

This proxy should be marked, dated and signed by the shareholder exactly as his or her name appears on the share certificate and be returned promptly in the enclosed envelope. Any person signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.

Please date, sign and mail this
proxy card back as soon as possible.

🡻 DETACH PROXY CARD HERE 🡻

Mark, sign, date and return this Proxy Card promptly
using the enclosed envelope.

This Proxy Card must be *received*
prior to 2:00 p.m., local time, on November 25, 2011

Votes must be indicated
(x) in Black or Blue ink.

		FOR	AGAINST	ABSTAIN
PROPOSAL NO. 1:	To re-elect Mr. Qunzhao Tan as a director of the Company	☐	☐	☐
PROPOSAL NO. 2:	To re-elect Mr. Tianqiao Chen as a director of the Company	☐	☐	☐
PROPOSAL NO. 3:	To re-elect Mr. Danian Chen as a director of the Company	☐	☐	☐
PROPOSAL NO. 4:	To re-elect Ms. Grace Wu as a director of the Company	☐	☐	☐
PROPOSAL NO. 5:	To re-elect Mr. Andy Lin as a director of the Company	☐	☐	☐
PROPOSAL NO. 6:	To re-elect Mr. Heng Wing Chan as a director of the Company	☐	☐	☐
PROPOSAL NO. 7:	To elect Mr. Guoxing Jiang as a director of the Company	☐	☐	☐
PROPOSAL NO. 8:	To approve, ratify and confirm the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditors for the year ending December 31, 2011	☐	☐	☐

This Proxy Card must be signed by the person registered in the register of members at the close of business on October 21, 2011. In the case of a corporation, this Proxy Card must be executed by a duly authorized officer or attorney of such corporation.

_____ _____

Share Owner signs here

Co-Owner signs here

Date:

Exhibit 99.3

SHANDA GAMES LIMITED

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs") REPRESENTING CLASS A ORDINARY SHARES OF SHANDA GAMES LIMITED

Please refer to the reverse side of this card for the proposals to be voted at the Meeting.

FOLD AND DETACH HERE

	FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN		FOR	AGAINST	ABSTAIN
Proposal 1.	☐	☐	☐	Proposal 4.	☐	☐	☐	Proposal 7.	☐	☐	☐
Proposal 2.	☐	☐	☐	Proposal 5.	☐	☐	☐	Proposal 8.	☐	☐	☐
Proposal 3.	☐	☐	☐	Proposal 6.	☐	☐	☐				

Address Change ☐ Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company. ☐
PLEASE NOTE: Marking this box voids any other instructions indicated above.

Sign Below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

PROPOSALS

1. To re-elect Mr. Qunzhao Tan as a director of the Company
2. To re-elect Mr. Tianqiao Chen as a director of the Company
3. To re-elect Mr. Danian Chen as a director of the Company
4. To re-elect Ms. Grace Wu as a director of the Company
5. To re-elect Mr. Andy Lin as a director of the Company
6. To re-elect Mr. Heng Wing Chan as a director of the Company
7. To elect Mr. Guoxing Jiang as a director of the Company
8. To approve, ratify and confirm the appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company's independent auditors for the year ending December 31, 2011

Shanda Games Limited
JPMorgan Chase Bank, N.A., Depositary
P.O. Box 64506, St. Paul, MN 55164-0506 **Voting Instruction Card**

JPMorgan Chase Bank, N.A., (the "Depositary") has received advice that the Annual General Meeting of Shareholders (the "Meeting") of Shanda Games Limited (the "Company") will be held at Unit 403A, 4/F, Golden Centre, 188 Des Voeux Road Central, Hong Kong on Friday, November 25, 2011 at 2:00 p.m. (Hong Kong time), for the purposes set forth on this card.

If you are desirous of having the Depositary, through its Nominee or Nominees, vote or execute a proxy to vote the Class A Ordinary Shares represented by your ADRs FOR or AGAINST or to ABSTAIN from the Proposals to be proposed at the Meeting, kindly execute and forward to the Depositary the attached Voting Instruction Card. The enclosed postage-paid envelope is provided for this purpose. This Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or Nominees of the Depositary to vote FOR or AGAINST or to ABSTAIN from the Proposals. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depositary before 12:00 p.m. (EST), November 22, 2011. Only the registered holders of record at the close of business on October 21, 2011 will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Class A Ordinary Shares of the Company, hereby requests and authorizes the Depositary, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Class A Ordinary Shares of the Company represented by such ADRs registered in the name of the signatory on the books of the Depositary at the close of business on October 21, 2011, at the Meeting to be held on Friday, November 25, 2011, or at any adjournment thereof.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you mark the box to indicate that you wish to give a discretionary proxy to a person designated by the Company, the underlying Class A Ordinary Shares represented by your ADRs will be voted by such person in his or her discretion. If these instructions are properly signed and dated but no direction is made, the underlying Class A Ordinary Shares represented by such Receipts will not be voted by the Depositary at the Meeting.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card must be received by the Depositary before 12:00 p.m. (EST), November 22, 2011.

For more information regarding the Meeting please visit the Company's website at http://ir.shandagames.com/agm.cfm

JPMorgan Chase Bank, N.A., Depositary

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.