

CTRIP COM INTERNATIONAL LTD

Form F-6 POS

November 26, 2007

As filed with the Securities and Exchange Commission on November 26, 2007

Registration No. 333-136221

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST - EFFECTIVE AMENDMENT NO. 1 TO THE

FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares Evidenced by American Depositary Receipts

of

CTRIP.COM INTERNATIONAL, LTD.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

CAYMAN ISLANDS

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York

ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Peter B. Tisne, Esq.

Emmet, Marvin & Martin, LLP

120 Broadway

New York, New York 10271

(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(c) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(c) may determine.

The prospectus consists of the proposed revised Form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit 1 to this Post-Effective Amendment No. 1 to the Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Location in Form of Receipt

Item Number and Caption

Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of

Face of Receipt, top center

deposited securities

Terms of Deposit:

(i) The amount of deposited securities represented

Face of Receipt, upper right corner

by one unit of American Depositary Receipts

(ii) The procedure for voting, if any, the deposited

Articles number 15, 16 and 18

securities

(iii) The collection and distribution of dividends

Articles number 4, 12, 13, 15 and 18

(iv) The transmission of notices, reports and proxy

Articles number 11, 15, 16, and 18

soliciting material

(v) The sale or exercise of rights

Articles number 13, 14, 15, and 18

(vi) The deposit or sale of securities resulting from

Articles number 12, 13, 15, 17

dividends, splits or plans of reorganization

and 18

(vii) Amendment, extension or termination of the
Articles number 20 and 21
deposit agreement

(viii) Rights of holders of Receipts to inspect the
Article number 11
transfer books of the depositary and the list of
holders of Receipts

(ix) Restrictions upon the right to deposit of
Articles number 2, 3, 4, 5, 6, 8 and
withdraw the underlying securities
22

(x) Limitation upon the liability of the depositary
Articles number 14, 18, 19 and 21

3. Fees and Charges

Articles number 7 and 8

Item 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Deposit Agreement dated as of December 8, 2003, as amended and restated as of August 11, 2006, and as further amended and restated as of _____, 2007, among Ctrip.com International, Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Previously Filed.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

Undertakings

Previously Filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, November 26, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, par value U.S.\$0.01 each, of Ctrip.com International, Ltd.

By:

The Bank of New York,
As Depositary

By: /s/ Edgar Piedra

Name: Edgar Piedra

Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Ctrip.com International, Ltd. has caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Shanghai, People's Republic of China on November 26, 2007.

CTRIP.COM INTERNATIONAL, LTD.

By: /s/ Min Fan

Name: Min Fan

Title: Chief Executive Officer and Director

Edgar Filing: CTRIP COM INTERNATIONAL LTD - Form F-6 POS

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on November 26, 2007.

Signature

/s/ Min Fan

Name: Min Fan

Title

Chief Executive Officer

and Director

(principal executive officer)

/s/ Jane Jie Sun

Name: Jane Jie Sun

Chief Financial Officer

(principal financial and accounting officer)

* _____

Name: James Jianzhang Liang

Chairman of the Board

* _____

Name: Gabriel Li

Deputy Chairman of the Board

* _____

Name: Neil Nanpeng Shen

Director

* _____

Name: Oi Ji

Director

* _____ Director

Name: JP Gan

* _____ Director

Name: Suyang Zhang

* _____ Authorized U.S. Representative

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

* By: /s/ Min Fan

Min Fan

Attorney-in-fact

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

1

Deposit Agreement dated as of December 8, 2003, as amended
and restated as of August 11, 2006, and as further amended and restated
as of _____, 2007, among Ctrip.com International, Ltd., The Bank of
New York as Depositary, and all Owners and Beneficial Owners from
time to time of American Depositary Receipts issued thereunder

4

Previously Filed.