NINETOWNS INTERNET TECHNOLOGY GROUP CO LTD Form SC 13D/A January 29, 2014

### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934** 

(Amendment No. 2)\*

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and

**Amendments Thereto Filed Pursuant to Rule 13d-2(a)** 

### NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

(Name of Issuer)

Ordinary Shares, Par Value HK\$0.025 Per Share

(Title of Class of Securities)

654407105

(CUSIP Number)

**Shuang Wang** 

c/o Ninetowns Internet Technology Group Company Limited

22nd Floor, Building No. 1, Capital A Partners

No. 20 Gong Ti East Road, Chaoyang District

## Beijing 100020, People s Republic of China

Tel No. +86 10 6589 9922

With a copy to:

Paul W. Boltz, Jr.

**Ropes & Gray** 

41st Floor, One Exchange Square

**8 Connaught Place** 

Central, Hong Kong

+852 3664 6488

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**January 29, 2014** 

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUS	IP No. 6	5440	O7105 SCHEDULE 13D/A	Page 2 of 19 Pages	
1.	Names	of R	eporting Persons		
2.	Shuang Wang Check the Appropriate Box if a Member of a Group				
	(a) "				
3.	(b) " SEC U	se Oı	nly		
4.	Source	of F	unds		
5.	Not app		ble sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6.	 Citizen	ship	or Place of Organization		
Num	The Pe		s Republic of China Sole Voting Power		
Sh	nares				
	eficially	8.	None Shared Voting Power		
	ach				
	orting	9.	6,829,691 ordinary shares Sole Dispositive Power		
	erson		•		
W	Vith	10.	None Shared Dispositive Power		

11.	6,829,691 ordinary shares Aggregate Amount Beneficially Owned by Each Reporting Person
12.	6,829,691 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
14.	17.7% <sup>3</sup> Type of Reporting Person
	IN
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Shares beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670

by the Reporting Persons).

Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

CUSIP No. 654407105				SCHEDULE 13D/A	Page 3 of 19 Pages
1.	Names	s of R	eporting Persons		
2.	Min D Check		appropriate Box if a Member of	a Group	
	(a) "				
3.	(b) " SEC U	Jse O	nly		
4.	Source	e of F	unds		
5.	Not ap Check			s Required Pursuant to Items 2(d) or 2(e)	)
6.	 Citizei	nship	or Place of Organization		
	nber of		s Republic of China Sole Voting Power		
Sl	nares				
	eficially	8.	None Shared Voting Power		
	ned by				
E	Each		6,829,691 ordinary shares		
Rep	oorting	9.	Sole Dispositive Power		
Pe	erson				
V	Vith	10.	None Shared Dispositive Power		

11.	6,829,691 ordinary shares Aggregate Amount Beneficially Owned by Each Reporting Person
12.	6,829,691 ordinary shares <sup>12</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
14.	17.7% <sup>3</sup> Type of Reporting Person
	IN
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Share beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670

Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

by the Reporting Persons).

CUS	IP No. 6	544(	7105 SC	CHEDULE 13D/A	Page 4 of 19 Pages
1.	Names	of R	eporting Persons		
2.	Value Chain International Limited Check the Appropriate Box if a Member of			oup	
	(a) "				
3.	(b) " SEC Us	se O	nly		
4.	Source	of F	unds		
5.	Not app Check i			quired Pursuant to Items 2(d) or 2(e)	
6.	 Citizen	ship	or Place of Organization		
Num	British aber of	_	in Islands Sole Voting Power		
Bene	ares ficially ned by	8.	2,002,312 ordinary shares Shared Voting Power		
Each Reporting		9.	None Sole Dispositive Power		
Pe	rson				
W	/ith		2,002,312 ordinary shares		

10. Shared Dispositive Power

	None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person
12.	2,002,312 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
	<del>.</del>
13.	Percent of Class Represented by Amount in Row (11)
14.	5.3% <sup>3</sup> Type of Reporting Person
	Type of Reporting Person
	OO (British Virgin Islands company)
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Shares beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670 Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held

by the Reporting Persons).

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

CUS	IP No. 6	55440	O7105 SCHEDULE 13D/A	Page 5 of 19 Pages		
1.	Names	of R	eporting Persons			
2.	Xiaoguang Ren Check the Appropriate Box if a Member of a Group					
	(a) "					
3.	(b) " SEC U	se O	nly			
4.	Source	of F	unds			
5.	Not app		ble sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6.	 Citizen	ıship	or Place of Organization			
Nun	The Pe	_	s Republic of China Sole Voting Power			
Sł	nares					
	eficially ned by	8.	2,257,462 ordinary shares Shared Voting Power			
E	Each					
Rep	orting	9.	None Sole Dispositive Power			
Pe	erson					
V	Vith	10.	2,257,462 ordinary shares Shared Dispositive Power			

1 1	None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person
12.	2,257,462 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
14.	5.9% <sup>3</sup> Type of Reporting Person
	IN
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Share beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670 Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held by the Reporting Persons).

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

CUS	IP No. 6	5544(	7105	SCHEDULE 13D/A	Page 6 of 19 Pages
1.	Names	s of R	eporting Persons		
2.	Kin Fa		ppropriate Box if a Member of a	Group	
	(a) "				
3.	(b) " SEC U	Jse O	nly		
4.	Source	e of F	unds		
5.	Not ap Check			Required Pursuant to Items 2(d) or 2	(e)
6.	 Citizer	nship	or Place of Organization		
Num			Special Administrative Region Sole Voting Power		
Sh	ares				
	ficially	8.	807,411 ordinary shares Shared Voting Power		
Owr	ned by				
Е	ach		None		
Rep	orting	9.	Sole Dispositive Power		
Pe	rson				
W	Vith	10.	807,411 ordinary shares Shared Dispositive Power		

11.	None Aggregate Amount Beneficially Owned by Each Reporting Person
12.	807,411 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
14.	2.1% <sup>3</sup> Type of Reporting Person
	IN
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Shares beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670 Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held by the Reporting Persons).

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

CUS	IP No. 6	5440	O7105 SCHEDULE 13D/A	Page 7 of 19 Pages			
1.	Names	of R	eporting Persons				
2.		Oriental Plan Developments Limited Check the Appropriate Box if a Member of a Group					
	(a) "						
3.	(b) " SEC Us	se O	nly				
4.	Source	of F	unds				
5.	Not app Check		ble sclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)				
6.	 Citizen	ship	or Place of Organization				
Nun	British nber of	_	in Islands Sole Voting Power				
Sł	nares						
	eficially ned by	8.	634,411 ordinary shares Shared Voting Power				
E	Each		AT.				
Rep	orting	9.	None Sole Dispositive Power				
Pe	erson						
V	Vith	10.	634,411 ordinary shares Shared Dispositive Power				

	None
11.	Aggregate Amount Beneficially Owned by Each Reporting Person
12.	634,411 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
	<del></del>
13.	Percent of Class Represented by Amount in Row (11)
	$1.7\%^{3}$
14.	Type of Reporting Person
	OO (Deith Whein Librate comment)
	OO (British Virgin Islands company)
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Shares beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting
	Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670 Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held

by the Reporting Persons).

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

CUS	IP No. (	65440	7105	SCHEDULE 13D/A	Page 8 of 19 Pages	
1.	1. Names of Reporting Persons					
2.	Bolin Wu  Check the Appropriate Box if a Member of a Group					
	(a) "					
3.	(b) " SEC U	Jse Oı	aly			
4.	Source	e of F	unds			
5.	Not ap Check			Is Required Pursuant to Items 2(d) or 2(e)		
6.	 Citizei	nship	or Place of Organization			
Nun	The Penber of		s Republic of China Sole Voting Power			
Sł	nares					
Bene	eficially		1,176,908 ordinary shares			
Ow	ned by	8.	Shared Voting Power			
Е	Each		N.			
Reporting		9.	None Sole Dispositive Power			
Pe	erson					
V	Vith	10.	1,176,908 ordinary shares Shared Dispositive Power			

11.	None Aggregate Amount Beneficially Owned by Each Reporting Person
12.	1,176,908 ordinary shares <sup>12</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
13.	Percent of Class Represented by Amount in Row (11)
14.	3.1% <sup>3</sup> Type of Reporting Person
	IN
1	As further described in Item 5 below, each Reporting Person may be deemed to beneficially own Ordinary Shares beneficially owned by the other Reporting Persons pursuant to the Consortium Agreement. The Reporting Persons collectively own 12,540,063 Ordinary Shares (including 10,592,393 Ordinary Shares and 1,947,670 Ordinary Shares issuable upon the exercise of vested options or the vesting of restricted shares of the Issuer held

Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

by the Reporting Persons).

CUSIP No. 654407105			7105	SCHEDULE 13D/A	Page 9 of 19 Pages
1.	Names	of R	eporting Persons		
	Zhongl Check		a ppropriate Box if a Member of	a Group	
	(a) "				
3.	(b) " SEC U	se Oı	ıly		
4.	Source	of F	unds		
	Not ap			s Required Pursuant to Items 2(d) or	· 2(e)
6.	 Citizen	ship	or Place of Organization		
Num			s Republic of China Sole Voting Power		
Benef	ares ficially ned by	8.	769,912 ordinary shares Shared Voting Power		
Ea	ach		None		
Reporting		9.	Sole Dispositive Power		
Per	rson				
With		10.	769,912 ordinary shares Shared Dispositive Power		

11.	None Aggregate Amount Beneficially Owned by Each Reporting Person
12.	769,912 ordinary shares <sup>1 2</sup> Check if the Aggregate Amount in Row (11) Excludes Certain Shares
12	
13.	Percent of Class Represented by Amount in Row (11)
	$2.0\%^{3}$
14.	Type of Reporting Person
	D.
	IN