

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).

1. Names of Reporting Persons

Shuang Wang

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

The People's Republic of China

Number of 7. Sole Voting Power

Shares

Beneficially None

8. Shared Voting Power

Owned by

Each

6,829,691 ordinary shares

Reporting 9. Sole Dispositive Power

Person

With None

10. Shared Dispositive Power

6,829,691 ordinary shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,829,691 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

17.7%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Min Dong

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

The People's Republic of China

Number of 7. Sole Voting Power

Shares

Beneficially None

8. Shared Voting Power

Owned by

Each

6,829,691 ordinary shares

Reporting 9. Sole Dispositive Power

Person

With None

10. Shared Dispositive Power

6,829,691 ordinary shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

6,829,691 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

17.7%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Value Chain International Limited

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

British Virgin Islands

Number of 7. Sole Voting Power

Shares

Beneficially 2,002,312 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 2,002,312 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,002,312 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

5.3%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Xiaoguang Ren

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

The People's Republic of China

Number of 7. Sole Voting Power

Shares

Beneficially 2,257,462 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 2,257,462 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,257,462 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

5.9%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Kin Fai Ng

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Hong Kong Special Administrative Region

Number of 7. Sole Voting Power

Shares

Beneficially 807,411 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 807,411 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

807,411 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

2.1%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Oriental Plan Developments Limited

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

British Virgin Islands

Number of 7. Sole Voting Power

Shares

Beneficially 634,411 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 634,411 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

634,411 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

1.7%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Bolin Wu

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

The People's Republic of China

Number of 7. Sole Voting Power

Shares

Beneficially 1,176,908 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 1,176,908 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,176,908 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

3.1%³

14. 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).

² See Item 5 below.

³ Based on 38,007,770 Ordinary Shares outstanding as of January 13, 2014 (as provided by the Issuer).

1. Names of Reporting Persons

Zhonghai Xu

2. Check the Appropriate Box if a Member of a Group

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

The People's Republic of China

Number of 7. Sole Voting Power

Shares

Beneficially 769,912 ordinary shares

8. Shared Voting Power

Owned by

Each

None

Reporting 9. Sole Dispositive Power

Person

With 769,912 ordinary shares

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

769,912 ordinary shares^{1 2}

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

..

13. Percent of Class Represented by Amount in Row (11)

2.0%³

14. Type of Reporting Person

IN