

CTRIP COM INTERNATIONAL LTD  
Form SC 13G/A  
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES  
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 2)\*

Ctrip.com International, Ltd.

-----  
(Name of Issuer)

Ordinary Shares

-----  
(Title of Class of Securities)

22943F100

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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).

(Continued on following pages)

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology Performance, L.L.C. ("Tiger LLC")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
487,807 shares (which includes 242,087 American Depositary Shares which may be exchanged into Ordinary Shares), of which 474,488 are directly owned by Tiger Technology, L.P. ("Tiger") and 13,319 are directly owned by Tiger Technology II, L.P. ("Tiger II"). Tiger LLC is the general partner of Tiger and Tiger II, and may be deemed to have sole voting power with respect to such shares, and Charles P. Coleman III ("Coleman"), the managing member of Tiger LLC, may be deemed to have sole voting power with respect to such shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
487,807 shares (which includes 242,087 American Depositary Shares which may be exchanged into Ordinary Shares), of which 474,488 are directly owned by Tiger and 13,319 are directly owned by Tiger II. Tiger LLC is the general partner of Tiger and Tiger II, and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the

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managing member of Tiger LLC, may be deemed to have sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 487,807

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.6%

12 TYPE OF REPORTING PERSON\* 00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 22943F100 13 G Page 3 of 13

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology, L.P. ("Tiger")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) | | (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
474,488 shares (which represents

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SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON  
 WITH

237,244 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger LLC, may be deemed to have sole voting power with respect to such shares.

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6 SHARED VOTING POWER  
 See response to row 5.

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7 SOLE DISPOSITIVE POWER  
 474,488 shares (which represents 237,244 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger LLC, may be deemed to have sole dispositive power with respect to such shares.

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8 SHARED DISPOSITIVE POWER  
 See response to row 7.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 474,488

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.5%

-----

12 TYPE OF REPORTING PERSON\* PN

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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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 CUSIP NO. 22943F100

13 G

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 Page 4 of 13  
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 1           NAME OF REPORTING PERSON  
             I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
                                   Tiger Technology II, L.P. ("Tiger II")  
 -----

2           CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
   (a)    |   |           (b)    |X|  
 -----

3           SEC USE ONLY  
 -----

4           CITIZENSHIP OR PLACE OF ORGANIZATION  
                                   Delaware  
 -----

NUMBER OF  SHARES  BENEFICIALLY  OWNED BY EACH  REPORTING  PERSON  WITH	5	SOLE VOTING POWER 13,319 shares (which includes 4,843 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger II, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger LLC, may be deemed to have sole voting power with respect to such shares.
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6	SHARED VOTING POWER See response to row 5.
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7	SOLE DISPOSITIVE POWER 13,319 shares (which includes 4,843 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger II, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger LLC, may be deemed to have sole dispositive power with respect to such shares.
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8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,319

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON\* PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 22943F100 13 G Page 5 of 13  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology, Ltd. ("Tiger Ltd.")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) | | (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

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NUMBER OF 5 SOLE VOTING POWER  
SHARES 112,246 shares (which represents  
BENEFICIALLY 56,123 American Depositary Shares  
which may be exchanged into  
Ordinary Shares), except that  
Tiger Technology Management,

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OWNED BY EACH REPORTING PERSON WITH L.L.C. ("Technology Management"), the investment manager of Tiger Ltd., may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Technology Management, may be deemed to have sole voting power with respect to such shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
112,246 shares (which represents 56,123 American Depositary Shares which may be exchanged into Ordinary Shares), except that Technology Management, the investment manager of Tiger Ltd., may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Technology Management, may be deemed to have sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 112,246

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4%

12 TYPE OF REPORTING PERSON\* CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 22943F100

13 G

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Page 6 of 13  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology Management, L.L.C. ("Technology Management")  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)

3 SEC USE ONLY  
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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
112,246 shares (which represents 56,123 American Depositary Shares which may be exchanged into Ordinary Shares), all of which are directly owned by Tiger Ltd. Technology Management is the investment manager of Tiger Ltd., and may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Technology Management, may be deemed to have sole voting power with respect to such shares.  
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6 SHARED VOTING POWER  
See response to row 5.  
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7 SOLE DISPOSITIVE POWER  
112,246 shares (which represents 56,123 American Depositary Shares which may be exchanged into Ordinary Shares), all of which are directly owned by Tiger Ltd. Technology Management is the investment manager of Tiger Ltd., and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Technology Management, may be deemed to have



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sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 112,246

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4%

12 TYPE OF REPORTING PERSON\* 00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 22943F100 13 G Page 7 of 13

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology Private Investment Partners, L.P.  
("Technology Partners")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) | | (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 959,122 shares, except that Tiger Technology PIP Performance, L.L.C. ("Tiger PIP"), the general partner of Technology Partners, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole voting power with respect to such shares.	
	6	SHARED VOTING POWER See response to row 5.	
	7	SOLE DISPOSITIVE POWER 959,122 shares, except that Tiger PIP, the general partner of Technology Partners, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole dispositive power with respect to such shares.	
	8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	959,122	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.1%	
12	TYPE OF REPORTING PERSON*	PN	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 22943F100

13 G

Page 8 of 13

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology PIP Performance, L.L.C. ("Tiger PIP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SOLE VOTING POWER  
959,122 shares, all of which are directly owned by Technology Partners. Tiger PIP is the general partner of Technology Partners, and may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole voting power with respect to such shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
959,122 shares, all of which are directly owned by Technology Partners. Tiger PIP is the general partner of Technology Partners, and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 959,122

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 3.1%

12 TYPE OF REPORTING PERSON\* 00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 22943F100 13 G Page 9 of 13  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Charles P. Coleman III ("Coleman")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) | | (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

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NUMBER OF 5 SOLE VOTING POWER  
SHARES 1,559,175 shares (which includes  
BENEFICIALLY 298,210 American Depositary Shares  
OWNED BY EACH which may be exchanged into  
Reporting Ordinary Shares), of which 474,488  
are directly owned by Tiger,  
13,319 are directly owned by Tiger  
II, 112,246 are directly owned by  
Tiger Ltd. and 959,122 are  
directly owned by Technology

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PERSON

Partners. Coleman is the managing member of each of Tiger LLC (the general partner of Tiger and Tiger II), Technology Management (the investment manager of Tiger Ltd.) and Tiger PIP (the general partner of Technology Partners), and may be deemed to have sole voting power with respect to such shares.

WITH

-----  
 6 SHARED VOTING POWER  
 See response to row 5.  
 -----

7 SOLE DISPOSITIVE POWER  
 1,559,175 shares (which includes 298,210 American Depositary Shares which may be exchanged into Ordinary Shares), of which 474,488 are directly owned by Tiger, 13,319 are directly owned by Tiger II, 112,246 are directly owned by Tiger Ltd. and 959,122 are directly owned by Technology Partners. Coleman is the managing member of each of Tiger LLC (the general partner of Tiger and Tiger II), Technology Management (the investment manager of Tiger Ltd.) and Tiger PIP (the general partner of Technology Partners), and may be deemed to have sole dispositive power with respect to such shares.  
 -----

8 SHARED DISPOSITIVE POWER  
 See response to row 7.  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,559,175  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* | |  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.0%  
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12 TYPE OF REPORTING PERSON\* IN

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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 10 of 13

This Amendment No. 2 amends the Amendment No. 1 of the statement on Schedule 13G filed by Tiger Technology, L.P., Tiger Technology II, L.P., Tiger Technology Performance, L.L.C., Tiger Technology, Ltd., Tiger Technology Management, L.L.C., Tiger Technology Private Investment Partners, L.P., Tiger Technology PIP Performance, L.L.C. and Charles P. Coleman III. Only those items as to which there has been a change are included in this Amendment No. 2.

ITEM 4. OWNERSHIP:

-----

The following information with respect to the ownership of the Ordinary Shares of the issuer by the persons filing this Statement is provided as of December 31, 2004:

(a) AMOUNT BENEFICIALLY OWNED:

See Row 9 of cover page for each Reporting Person.

(b) PERCENT OF CLASS:

See Row 11 of cover page for each Reporting Person.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:

See Row 5 of cover page for each Reporting Person.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:

See Row 6 of cover page for each Reporting Person.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

See Row 7 of cover page for each Reporting Person.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:  
-----

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:         Yes

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2005

Tiger Technology, L.P.  
By Tiger Technology Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology II, L.P.  
By Tiger Technology Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology, Ltd.  
By Tiger Technology Management, L.L.C.  
Its Investment Manager

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology Private Investment Partners, L.P.  
By Tiger Technology PIP Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology Performance, L.L.C.

/s/ Charles P. Coleman III

-----  
Signature

Charles P. Coleman III  
Managing Member

Page 13 of 13

Tiger Technology Management, L.L.C.

/s/ Charles P. Coleman III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Technology PIP Performance, L.L.C.

/s/ Charles P. Coleman III  
-----

Signature

Charles P. Coleman III  
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III  
-----

Signature