

SEN YU INTERNATIONAL HOLDINGS, INC.
Form SC 13G/A
February 14, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
Amendment No. 1

Under the Securities Exchange Act of 1934*

Sen Yu International Holdings, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

816857106
(CUSIP Number)

December 31, 2011
(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 the disclosures provided in a prior cover page.

The information required in 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 (the "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).

CUSIP No.

816857106

- | | |
|----|--|
| 1 | NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Jayhawk Private Equity Fund II, L.P. (26-1692972) |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) <input type="checkbox"/>
(b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware |
| 5 | SOLE VOTING POWER
0 |
| 6 | SHARED VOTING POWER
1,143,321* |
| 7 | SOLE DISPOSITIVE POWER
0 |
| 8 | SHARED DISPOSITIVE POWER
1,143,321* |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,143,321* (see Item 4) |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>
Not Applicable |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.19%** |
| 12 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN |

* Includes shares of convertible stock that are immediately convertible into an equal number of shares of common stock, par value \$0.001 per share.

** Based on 26,155,511 outstanding shares of common stock, par value \$0.001 per share, as reported by Sen Yu International Holdings, Inc. on its Form 10-Q filed on November 14, 2011.

CUSIP No. 816857106

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Jayhawk Private Equity GP II, L.P. (26-1692915)
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- 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
0 |
| | 6 | SHARED VOTING POWER
1,143,321* |
| | 7 | SOLE DISPOSITIVE POWER
0 |
| | 8 | SHARED DISPOSITIVE POWER
1,143,321* |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,143,321* (see Item 4)
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See
Instructions)
Not Applicable
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.19%**
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

* Includes shares of convertible stock that are immediately convertible into an equal number of shares of common stock, par value \$0.001 per share.

** Based on 26,155,511 outstanding shares of common stock, par value \$0.001 per share, as reported by Sen Yu International Holdings, Inc. on its Form 10-Q filed on November 14, 2011.

CUSIP No.

816857106

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Jayhawk Private Equity, LLC (26-1692786)
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- 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
0 |
| | 6 | SHARED VOTING POWER
1,143,321* |
| | 7 | SOLE DISPOSITIVE POWER
0 |
| | 8 | SHARED DISPOSITIVE POWER
1,143,321* |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,143,321* (see Item 4)
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See
Instructions)
Not Applicable
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.19%**
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

* Includes shares of convertible stock that are immediately convertible into an equal number of shares of common stock, par value \$0.001 per share.

** Based on 26,155,511 outstanding shares of common stock, par value \$0.001 per share, as reported by Sen Yu International Holdings, Inc. on its Form 10-Q filed on November 14, 2011.

CUSIP No.

816857106

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Kent C. McCarthy
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America
- | | | |
|---|---|--|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH: | 5 | SOLE VOTING POWER
0 |
| | 6 | SHARED VOTING POWER
1,143,321* |
| | 7 | SOLE DISPOSITIVE POWER
0 |
| | 8 | SHARED DISPOSITIVE POWER
1,143,321* |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,143,321* (see Item 4)
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See
Instructions)
Not Applicable
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.19%**
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

* Includes shares of convertible stock that are immediately convertible into an equal number of shares of common stock, par value \$0.001 per share.

** Based on 26,155,511 outstanding shares of common stock, par value \$0.001 per share, as reported by Sen Yu International Holdings, Inc. on its Form 10-Q filed on November 14, 2011.

Item Ownership:

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The information below is as of the date of December 31, 2011.

(a) Amount beneficially owned:

1. Jayhawk Private Equity Fund II, L.P.: 1,143,321*
2. Jayhawk Private Equity GP II, L.P.: 1,143,321*
3. Jayhawk Private Equity, LLC: 1,143,321*
4. Kent C. McCarthy: 1,143,321*

(b) Percent of class:

1. Jayhawk Private Equity Fund II, L.P.: 4.19%
2. Jayhawk Private Equity GP II, L.P.: 4.19%
3. Jayhawk Private Equity, LLC: 4.19%
4. Kent C. McCarthy: 4.19%

Percent of class is based on 26,155,511 outstanding shares of common stock, par value \$0.001 per share, as reported by Sen Yu International Holdings, Inc. on its Form 10-Q filed on November 14, 2011.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1. Jayhawk Private Equity Fund II, L.P.: 0
2. Jayhawk Private Equity GP II, L.P.: 0
3. Jayhawk Private Equity, LLC: 0
4. Kent C. McCarthy: 0

(ii) Shared power to vote or direct the vote:

1. Jayhawk Private Equity Fund II, L.P.: 1,143,321*
2. Jayhawk Private Equity GP II, L.P.: 1,143,321*
3. Jayhawk Private Equity, LLC: 1,143,321*
4. Kent C. McCarthy: 1,143,321*

(iii) Sole power to dispose or to direct the disposition of:

1. Jayhawk Private Equity Fund II, L.P.: 0
2. Jayhawk Private Equity GP II, L.P.: 0
3. Jayhawk Private Equity, LLC: 0
4. Kent C. McCarthy: 0

(iv) Shared power to dispose or to direct the disposition of:

1. Jayhawk Private Equity Fund II, L.P.: 1,143,321*
2. Jayhawk Private Equity GP II, L.P.: 1,143,321*
3. Jayhawk Private Equity, LLC: 1,143,321*
4. Kent C. McCarthy: 1,143,321*

* Includes shares of convertible stock that are immediately convertible into an equal number of shares of common stock, par value \$0.001 per share.

Item Ownership of Five Percent or Less of a Class:

5

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 5% of the class of securities, check the following:

[X]

Item Certification:

10

By signing below each party certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: February 14, 2012

/s/ Kent C. McCarthy
Kent C. McCarthy

Jayhawk Private Equity, LLC

By: /s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager

Jayhawk Private Equity GP II, L.P.

By: Jayhawk Private Equity, LLC
Its general partner

/s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager

Jayhawk Private Equity Fund II, L.P.

By: Jayhawk Private Equity GP, II, L.P.
Its general partner

By: Jayhawk Private Equity, LLC
Its general partner

By: /s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G/A

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G/A (including amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of Sen Yu International Holdings, Inc., and further agree that this Agreement be included as an exhibit to such filings.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 14th day of February, 2012.

/s/ Kent C. McCarthy
Kent C. McCarthy

Jayhawk Private Equity, LLC

By: /s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager

Jayhawk Private Equity GP II, L.P.

By: Jayhawk Private Equity, LLC
Its general partner

/s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager

Jayhawk Private Equity Fund II, L.P.

By: Jayhawk Private Equity GP, II, L.P.
Its general partner

By: Jayhawk Private Equity, LLC
Its general partner

By: /s/ Kent C. McCarthy
Name: Kent C. McCarthy
Title: Manager