

51JOB, INC.
Form SC 13G/A
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

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)*

51job, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

316827104

(CUSIP Number)

December 31, 2008

(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)

[X]

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)

Page 1 of 14 Pages

Exhibit Index Contained on Page 13

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM III, L.P. (DCMIII)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH | 5 | SOLE VOTING POWER 0 ordinary common shares (shares). |
|--|---|---|

REPORTING
PERSON
WITH

6

SHARED VOTING POWER
See response to row 5.

7

SOLE DISPOSITIVE POWER
0 shares.

8

SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM III-A, L.P. (DCMIII-A)

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 | 5 | SOLE VOTING POWER 0 shares. |
|--|---|--------------------------------|

REPORTING
PERSON
WITH

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

| | |
|---|-------------------------------------|
| 7 | SOLE DISPOSITIVE POWER 0 shares. |
|---|-------------------------------------|

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 shares

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Affiliates Fund III, L.P. (Aff III)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|---|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH | 5 | SOLE VOTING POWER 0 shares. |
|--|---|--------------------------------|

REPORTING
 PERSON
 WITH

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

| | |
|---|-------------------------------------|
| 7 | SOLE DISPOSITIVE POWER 0 shares. |
|---|-------------------------------------|

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

0 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12

TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Investment Management III, LLC (GPIII)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|---|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH | 5 | SOLE VOTING POWER 0 shares. |
|--|---|--------------------------------|

REPORTING
PERSON
WITH

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

| | |
|---|-------------------------------------|
| 7 | SOLE DISPOSITIVE POWER 0 shares. |
|---|-------------------------------------|

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

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%
TYPE OF REPORTING PERSON*
OO

1 NAME OF REPORTING PERSON

K. David Chao (Chao)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

| | | |
|-------------------------------|---|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH | 6 | 433,577 shares. |
| | | SHARED VOTING POWER |
| | | 0 shares. |
| REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER |
| WITH | 8 | 433,577 shares. |
| | | SHARED DISPOSITIVE POWER |
| | | 0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

433,577 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON

Dixon R. Doll (Doll)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

| | | |
|-------------------------------|---|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH | 6 | SHARED VOTING POWER |
| REPORTING PERSON | 7 | SOLE DISPOSITIVE POWER |
| WITH | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares. |
| | | 0 shares. |
| | | 0 shares. |
| | | 0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

IN

1 NAME OF REPORTING PERSON

Peter W. Moran (Moran)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

| | | |
|-------------------------------|---|--------------------------|
| NUMBER OF SHARES | 5 | SOLE VOTING POWER |
| BENEFICIALLY OWNED BY EACH | 6 | SHARED VOTING POWER |
| REPORTING PERSON WITH | 7 | SOLE DISPOSITIVE POWER |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 0 shares. |
| | | 0 shares. |
| | | 0 shares. |
| | | 0 shares. |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0 shares

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

]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

IN

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 14, 2005 (together with all prior and current amendments thereto, this Schedule 13G).

ITEM 1(A).

NAME OF ISSUER

51job, Inc.

ITEM 1(B).

ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

Building 3

No. 1387 Zhang Dong Road

Shanghai 201203
People s Republic of China

ITEM 2(A).

NAME OF PERSONS FILING

This statement is filed by DCM III, L.P., a Delaware limited partnership (DCMIII), DCM III-A, L.P., a Delaware limited partnership (DCMIII-A) and DCM Affiliates Fund III, L.P. (Aff III) and DCM Investment Management III, L.L.C., a Delaware limited liability company (GPIII) and K. David Chao (Chao), Dixon R. Doll (Doll), and Peter W. Moran (Moran). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

GPIII, the general partner of DCMIII, DCMIII-A, and Aff III, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCMIII, DCMIII-A and Aff III. Chao, Doll and Moran are managing members of GPIII and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCMIII, DCMIII-A, and Aff III.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

DCM

2420 Sand Hill Road

Suite 200

Menlo Park, California 94025

ITEM 2(C)

CITIZENSHIP

DCMIII, DCMIII-A, and Aff III are Delaware limited partnerships. GPIII is a Delaware limited liability company. Doll and Moran are United States citizens. Chao is a Japanese citizen.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

American Depositary Shares (ADS)

(One ADS represents two ordinary common shares.)

CUSIP # 316827104

ITEM 3.

Not Applicable

ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(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: [X] Yes

ITEM 6.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Please see Item 5.

ITEM 7.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9.

NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10.

CERTIFICATION.

Not applicable

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.

Date: February 12, 2009

DCM III, L.P., a

Delaware Limited Partnership

DCM III-A, L.P., a

Delaware Limited Partnership

DCM AFFILIATES FUND III, L.P., a

Delaware Limited Partnership

DCM INVESTMENT MANAGEMENT III, L.L.C., a

Delaware Limited Liability Company, General Partner.

By:

/s/ K. David Chao

K. David Chao

Managing Member

K. David Chao

By:

/s/ K. David Chao

K. David Chao

Dixon R. Doll

By:

/s/ Dixon R. Doll

Dixon R. Doll

Peter W. Moran

By:

/s/ Peter W. Moran

Peter W. Moran

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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 for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

*<http://www.sec.gov/divisions/corpfin/forms/13g.htm>
Last update: 06/04/2001*

CUSIP NO. 316827104

13 G

Page 13 of 14

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on

Sequentially

Numbered Page

14

CUSIP NO. 316827104

13 G

Page 14 of 14

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of 51job, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.