

CTRIP COM INTERNATIONAL LTD  
Form SC 13D/A  
October 20, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**

**TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED**

**PURSUANT TO § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**CTRIP.COM INTERNATIONAL, LTD.**

**(Name of Issuer)**

**American Depositary Shares, each representing 0.25 Ordinary Shares, par value \$0.01 per share**

**(Title of Class of Securities)**

**22943F100**

**(CUSIP Number)**

**Peter Millones**

**Executive Vice President, General Counsel and Corporate Secretary**

**The Priceline Group Inc.**

**800 Connecticut Avenue**

**Norwalk, Connecticut 06854**

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(203) 299-8000

with a copy to:

**Brian E. Hamilton, Esq.**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, NY 10004-2498**

**212-558-4000**

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

**October 17, 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).

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CUSIP No. 22943F100

1	Names of Reporting Persons Priceline Group Treasury Company B.V.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) WC
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization The Netherlands
7	Sole Voting Power 0
8	Shared Voting Power 11,238,955*
9	Sole Dispositive Power 0
10	Shared Dispositive Power 11,238,955*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 11,238,955*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 7.90**
14	Type of Reporting Person (See Instructions) CO

\* Includes the 5,093,605 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 6,145,350 ADSs issuable upon conversion of the Convertible Note, each as described herein. See Item 5.

\*\* Based on 35,580,723.5 outstanding Ordinary Shares, after giving effect to the transactions described in Item 4. See Item 5.

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CUSIP No. 22943F100

1	Names of Reporting Persons The Priceline Group Inc.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) AF
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power 0
8	Shared Voting Power 11,238,955*
9	Sole Dispositive Power 0
10	Shared Dispositive Power 11,238,955*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 11,238,955*
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11) 7.90**
14	Type of Reporting Person (See Instructions) CO

\* Includes the 5,093,605 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 6,145,350 ADSs issuable upon conversion of the Convertible Note, each as described herein. See Item 5.

\*\* Based on 35,580,723.5 outstanding Ordinary Shares, after giving effect to the transactions described in Item 4. See Item 5.

This Amendment No. 2 (this Amendment No. 2) amends that certain statement on Schedule 13D filed by The Priceline Group Inc., a Delaware corporation (Priceline), and Priceline Group Treasury Company B.V., a Netherlands company and an indirect wholly owned subsidiary of Priceline (Purchaser, and together with Priceline, the Reporting Persons), with the Securities and Exchange Commission (SEC) on September 29, 2014 (the Original 13D), as amended and supplemented by Amendment No. 1 to the Original 13D filed with the SEC on October 10, 2014 (together with the Original 13D and this Amendment No. 2, the Schedule 13D), relating to the American Depositary Shares (ADSs), each representing 0.25 ordinary shares, par value \$0.01 per share (the Ordinary Shares), of Ctrip.com International, Ltd., a Cayman Islands exempted company (the Issuer). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

The second sentence of the second paragraph of Item 3 of the Schedule 13D is hereby amended and restated as follows:

As of October 17, 2014, open market purchases of ADSs totaling \$293,668,752.26 have been made by Purchaser pursuant to a purchase plan established pursuant to Rule 10b5-1 under the Exchange Act (the 10b5-1 Plan).

**Item 5. Interest in Securities of the Issuer.**

(a), (b) The first sentence of the second paragraph of Items 5(a) and (b) of the Schedule 13D is hereby amended and restated as follows:

Each of the Reporting Persons beneficially owns or may be deemed to beneficially own, as the case may be, 11,238,955 ADSs, including the 5,093,605 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 6,145,350 ADSs issuable upon conversion of the Convertible Note, representing 2,809,738.75 Ordinary Shares or approximately 7.90% of the outstanding Ordinary Shares.

(c) The table contained in Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following rows (but not the column headings, which are included herein for reference only) to the bottom of the table:

Name of Reporting Person	Trade Date	Purchased / (Sold)	Average Price per ADS (\$)
Priceline Group Treasury Company B.V.	10/10/2014	257,006	53.9459
Priceline Group Treasury Company B.V.	10/13/2014	320,800	52.4860
Priceline Group Treasury Company B.V.	10/14/2014	277,200	51.1155
Priceline Group Treasury Company B.V.	10/15/2014	235,000	52.6763
Priceline Group Treasury Company B.V.	10/16/2014	192,513	53.7350
Priceline Group Treasury Company B.V.	10/17/2014	160,400	54.6331

**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: October 20, 2014

**THE PRICELINE GROUP INC.**

/s/ Peter J. Millones

Name:

Peter J. Millones

Title:

Executive Vice President, General Counsel and  
Secretary

**PRICELINE GROUP TREASURY COMPANY B.V.**

/s/ Daniel J. Finnegan

Name:

Daniel J. Finnegan

Title:

Director