

Edgar Filing: New Oriental Education & Technology Group Inc. - Form SC 13G

New Oriental Education & Technology Group Inc.  
Form SC 13G  
July 14, 2008

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. \_\_\_\_\_) \*

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

-----  
(Name of Issuer)

Common Shares

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

647581107

-----  
(CUSIP Number)

July 3, 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)  
 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 Global Management, LLC ("Tiger Global Management")

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

5 SOLE VOTING POWER  
7,580,628 shares (represented by 1,895,157 American Depositary Shares, which may be exchanged into common shares), of which 4,441,212 (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global, L.P. ("Tiger Global"), 144,568 (represented by 36,142 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global II, L.P. ("Tiger Global II"), 2,944,228 (represented by 736,057 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global, Ltd. ("Tiger Ltd.") and 50,620 (represented by 12,655 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global Private Investment Partners II, L.P. ("Tiger PIP II"). Tiger Global Management is the investment manager of each of Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP 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 Global Management, Tiger Global Performance, LLC ("Tiger Global Performance") and Tiger Global PIP Performance II, L.L.C. ("Tiger PIP Performance II") and director of Tiger Ltd., may be deemed to have sole voting power with respect to such shares; Tiger Global Performance, the general partner of each of Tiger Global and Tiger Global II, may be deemed to have sole voting power with respect to such shares directly owned by such entities, and Tiger PIP Performance II, the general partner of Tiger PIP II, may be deemed to have sole voting power with respect to such shares directly owned by Tiger PIP II.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
7,580,628 shares (represented by 1,895,157 American Depositary Shares, which may be exchanged into common shares), of which 4,441,212 (represented by 1,110,303 American Depositary Shares, which may be exchanged into

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common shares) are directly owned by Tiger Global, 144,568 (represented by 36,142 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global II, 2,944,228 (represented by 736,057 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Ltd. and 50,620 (represented by 12,655 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger PIP II. Tiger Global Management is the investment manager of each of Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP II and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger Global Management, Tiger Global Performance and Tiger PIP Performance II and director of Tiger Ltd., may be deemed to have sole dispositive power with respect to such shares; Tiger Global Performance, the general partner of each of Tiger Global and Tiger Global II, may be deemed to have sole dispositive power with respect to such shares directly owned by such entities, and Tiger PIP Performance II, the general partner of Tiger PIP II, may be deemed to have sole dispositive power with respect to such shares directly owned by Tiger PIP II.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,580,628

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%

12 TYPE OF REPORTING PERSON\* 00

SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 4,441,212 shares (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares), except that each of Tiger Global Performance, the general partner of Tiger Global, and Tiger Global Management, the investment manager of Tiger Global, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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 4,441,212 shares (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares), except that each of Tiger Global Performance, the general partner of Tiger Global, and Tiger Global Management, the investment manager of Tiger Global, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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	4,441,212
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[ ]
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	3.0%
12		TYPE OF REPORTING PERSON*	PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER  
 144,568 shares (represented by 36,142 American Depositary Shares, which may be exchanged into common shares), except that each of Tiger Global Performance, LLC, the general partner of Tiger Global II, and Tiger Global Management, the investment manager of Tiger Global II, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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  
 144,568 shares (represented by 36,142 American Depositary Shares, which may be exchanged into common shares), except that each of Tiger Global Performance, the general partner of Tiger Global II, and Tiger Global Management, the investment manager of Tiger Global II, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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 144,568

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12 TYPE OF REPORTING PERSON\* PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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  
 4,585,780 shares (represented by 1,146,445 American Depositary Shares, which may be exchanged into common

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OWNED BY EACH  
REPORTING  
PERSON  
WITH

shares), of which 4,441,212 (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global and 144,568 (represented by 36,142 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global II. Tiger Global Performance is the general partner of each of Tiger Global and Tiger Global II and may be deemed to have sole voting power with respect to such shares, Tiger Global Management is the investment manager of each of Tiger Global and Tiger Global II and may be deemed to have sole voting power with respect to such shares and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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  
4,585,780 shares (represented by 1,146,445 American Depositary Shares, which may be exchanged into common shares), of which 4,441,212 (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global and 144,568 (represented by 36,142 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global II. Tiger Global Performance is the general partner of each of Tiger Global and Tiger Global II and may be deemed to have sole dispositive power with respect to such shares, Tiger Global Management is the investment manager of each of Tiger Global and Tiger Global II and may be deemed to have sole dispositive power with respect to such shares and Coleman, the managing member of each of Tiger Global Performance and Tiger Global 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 4,585,780  
-----

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 3.0%  
-----

12 TYPE OF REPORTING PERSON\* OO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global, Ltd. ("Tiger Ltd.")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
5	SOLE VOTING POWER 2,944,228 shares (represented by 736,057 American Depositary Shares, which may be exchanged into common shares), except that Tiger Global Management, the investment manager of Tiger Ltd., may be deemed to have sole voting power with respect to such shares, and Coleman, director of Tiger Ltd. and the managing member of Tiger Global 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 2,944,228 shares (represented by 736,057 American Depositary Shares, which may be exchanged into common shares), except that Tiger Global Management, the investment manager of Tiger Ltd., may be deemed to have sole dispositive power with respect to such shares, and Coleman, director of Tiger Ltd. and the managing member of Tiger Global 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	2,944,228
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	2.0%
12	TYPE OF REPORTING PERSON*	CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global Private Investment Partners II, L.P. ("Tiger PIP II")	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
-----		
5	SOLE VOTING POWER 50,620 shares (represented by 12,655 American Depositary Shares, which may be exchanged into common shares), except that Tiger PIP Performance II, the general partner of Tiger PIP II, may be deemed to have sole voting power with respect to such shares, Tiger Global Management, the investment manager of Tiger PIP II, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of each of Tiger PIP Performance II and Tiger Global 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 50,620 shares (represented by 12,655 American Depositary Shares, which may be exchanged into common shares), except that Tiger PIP Performance II, the general partner of Tiger PIP II, may be deemed to have sole dispositive power with respect to such shares, Tiger Global Management, the investment manager of Tiger PIP II, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of each of Tiger PIP Performance II and Tiger Global 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	50,620
-----		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
-----		
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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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Global PIP Performance II, L.L.C. ("Tiger PIP Performance II")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
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 50,620 shares (represented by 12,655 American Depositary Shares, which may be exchanged into common shares), all of which are directly owned by Tiger PIP II. Tiger PIP Performance II is the general partner of Tiger PIP II and may be deemed to have sole voting power with respect to such shares, Tiger Global Management is the investment manager of Tiger PIP II and may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of each of Tiger PIP Performance II and Tiger Global 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 50,620 shares (represented by 12,655 American Depositary Shares, which may be exchanged into common shares), all of which are directly owned by Tiger PIP II. Tiger PIP Performance II is the general partner of Tiger PIP II and may be deemed to have sole dispositive power with respect to such shares, Tiger Global Management is the investment manager of Tiger PIP II and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of each of Tiger PIP Performance II and Tiger Global 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	50,620
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON*	00

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 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)

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 U.S. Citizen  
 -----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 7,580,628 shares (represented by 1,895,157 American Depositary Shares, which may be exchanged into common shares), of which 4,441,212 (represented by 1,110,303 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global, 144,568 (represented by 36,142 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Global II, 2,944,228 (represented by 736,057 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger Ltd. and 50,620 (represented by 12,655 American Depositary Shares, which may be exchanged into common shares) are directly owned by Tiger PIP II. Coleman is the managing member of each of Tiger Global Management (the investment manager of each of Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP II), Tiger Global Performance (the general partner of each of Tiger Global and Tiger Global II) and Tiger PIP Performance II (the general partner of Tiger PIP II) and director of Tiger Ltd. and 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.  
 -----

7 SOLE DISPOSITIVE POWER  
 7,580,628 shares (represented by 1,895,157 American  
 Depositary Shares, which may be exchanged into common  
 shares), of which 4,441,212 (represented by 1,110,303  
 American Depositary Shares, which may be exchanged into  
 common shares) are directly owned by Tiger Global, 144,568  
 (represented by 36,142 American Depositary Shares, which  
 may be exchanged into common shares) are directly owned by  
 Tiger Global II, 2,944,228 (represented by 736,057  
 American Depositary Shares, which may be exchanged into  
 common shares) are directly owned by Tiger Ltd. and 50,620  
 (represented by 12,655 American Depositary Shares, which  
 may be exchanged into common shares) are directly owned by  
 Tiger PIP II. Coleman is the managing member of each of  
 Tiger Global Management (the investment manager of each of  
 Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP  
 II), Tiger Global Performance (the general partner of each  
 of Tiger Global and Tiger Global II) and Tiger PIP  
 Performance II (the general partner of Tiger PIP II) and

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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 7,580,628

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%

12 TYPE OF REPORTING PERSON\*  
IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER

New Oriental Education & Technology Group Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

No. 6 Hai Dian Zhong Street  
Haidian District  
Beijing 100080, People's Republic of China

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Tiger Global Management, LLC, a Delaware limited liability company ("Tiger Global Management"), Tiger Global, L.P., a Delaware limited partnership ("Tiger Global"), Tiger Global II, L.P., a Delaware limited partnership ("Tiger Global II"), Tiger Global Performance, LLC, a Delaware limited liability company ("Tiger Global Performance"), Tiger Global, Ltd., a Cayman Islands exempted company ("Tiger Ltd."), Tiger Global Private Investment Partners II, L.P., a Cayman Islands limited partnership ("Tiger PIP II"), Tiger Global PIP Performance II, L.P., a Delaware limited liability company ("Tiger PIP Performance II"), and Charles P. Coleman III ("Coleman"). The foregoing entities and individual are collectively referred to as the "Reporting Persons."

Tiger Global Management, the investment manager of Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP II, may be deemed to have sole power to vote and sole power to dispose of

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shares of the issuer directly owned by Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP II. Tiger Global Performance, the general partner of Tiger Global and Tiger Global II, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger Global and Tiger Global II. Tiger PIP Performance II, the general partner of Tiger PIP II, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger PIP II. Coleman is the managing member of Tiger Global Management, Tiger Global Performance and Tiger PIP Performance II and director of Tiger Ltd. and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger Global, Tiger Global II, Tiger Ltd. and Tiger PIP II.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Tiger Global Management, LLC  
101 Park Avenue, 48th Floor  
New York, NY 10178 USA

ITEM 2(C) CITIZENSHIP

Tiger Global Management, Tiger Global Performance and Tiger PIP Performance II are Delaware limited liability companies. Tiger Global and Tiger Global II are Delaware limited partnerships. Tiger Ltd. is a Cayman Islands exempted company. Tiger PIP II is a Cayman Islands limited partnership. Coleman is a United States citizen.

ITEM 2(D)  
AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Shares  
CUSIP # 647581107

ITEM 3. NOT APPLICABLE.

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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:

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(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

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Tiger Global, Tiger Global II and Tiger PIP II, the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

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.

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ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my 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

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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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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: July 14, 2008

Tiger Global Management, LLC

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global, L.P.  
By Tiger Global Performance, LLC  
Its General Partner

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global II, L.P.  
By Tiger Global Performance, LLC  
Its General Partner

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global Performance, LLC

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global, Ltd.

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Director

Tiger Global Private Investment Partners II, L.P. /s/ CHARLES P. COLEMAN III  
By Tiger Global PIP Performance II, L.L.C. -----  
Its General Partner Signature

Charles P. Coleman III  
Managing Member

Tiger Global PIP Performance II, 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

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 ss.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)

EXHIBIT INDEX

EXHIBIT  
-----

Exhibit A: Agreement of Joint Filing

Found on  
Sequentially  
Numbered Page

18

EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Shares of New Oriental Education & Technology Group Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: July 14, 2008

Tiger Global Management, LLC

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global, L.P.  
By Tiger Global Performance, LLC  
Its General Partner

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global II, L.P.  
By Tiger Global Performance, LLC  
Its General Partner

/s/ CHARLES P. COLEMAN III  
-----

Signature

Charles P. Coleman III  
Managing Member

Tiger Global Performance, LLC

/s/ CHARLES P. COLEMAN III  
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Signature

Charles P. Coleman III  
Managing Member

Tiger Global, Ltd.

/s/ CHARLES P. COLEMAN III  
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Signature

Charles P. Coleman III  
Director



Tiger Global Private Investment Partners II, L.P. /s/ CHARLES P. COLEMAN III  
By Tiger Global PIP Performance II, L.L.C. -----  
Its General Partner Signature

Charles P. Coleman III  
Managing Member

Tiger Global PIP Performance II, L.L.C. /s/ CHARLES P. COLEMAN III  
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Signature

Charles P. Coleman III  
Managing Member

Charles P. Coleman III /s/ CHARLES P. COLEMAN III  
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Signature