

Baidu, Inc.
Form 424B5
November 05, 2012
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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement is not an offer to sell the securities and is not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-184757**

SUBJECT TO COMPLETION, DATED NOVEMBER 5, 2012

Preliminary Prospectus Supplement

(To Prospectus dated November 5, 2012)

US\$

Baidu, Inc.

US\$ % Notes due 20

US\$ % Notes due 20

We are offering US\$ of our % notes due 20 , which we refer to as the 20 Notes, and US\$ of our % notes due 20 , which we refer to as the 20 Notes. We refer to the 20 Notes and the 20 Notes in this prospectus supplement collectively as the Notes. The 20 Notes will mature on , 20 and the 20 Notes will mature on , 20 . Interest on the Notes will accrue from , 20 and be payable on and of each year, beginning on , 20 .

We may at our option redeem the Notes at any time, in whole or in part, at a price equal to the greater of 100% of the principal amount of such Notes and the make whole amount plus accrued and unpaid interest, if any, to (but not including) the redemption date. We may also redeem the Notes at any time upon the occurrence of certain tax events. Upon the occurrence of a change of control, we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. For a more detailed description of the Notes, see Description of the Notes in this prospectus supplement.

The Notes are our senior unsecured obligations and will rank senior in right of payment to all of our existing and future obligations expressly subordinated in right of payment to the Notes; rank at least equal in right of payment with all of our existing and future unsecured unsubordinated obligations (subject to any priority rights pursuant to applicable law); be effectively subordinated to all of our existing and future secured obligations, to the extent of the value of the assets serving as security therefor; and be structurally subordinated to all existing and future obligations and other liabilities of our subsidiaries and consolidated affiliated entities.

See Risk Factors beginning on page S-7 for a discussion of certain risks that should be considered in connection with an investment in the Notes.

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

		Public Offering Price(1)		Underwriting Discounts		Proceeds to Baidu(1)	
Per 20	Note		%		%		%
Total		US\$		US\$		US\$	
Per 20	Note		%		%		%
Total		US\$		US\$		US\$	

(1) Plus accrued interest, if any, from , 2012.

Application has been made for the listing and quotation of the Notes on the Singapore Exchange Securities Trading Limited, or the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained herein. Admission to the SGX-ST or quotation of any Notes on the SGX-ST is not to be taken as an indication of the merits of us, or any of our subsidiaries or consolidated affiliated entities, or of the Notes. Currently, there is no public trading market for the Notes.

We expect to deliver the Notes to investors through the book-entry delivery system of The Depository Trust Company and its direct participants, including Euroclear Bank S.A./N.V., or Euroclear, and Clearstream Banking, société anonyme, or Clearstream, on or about , 2012, which is the fifth business day following the date of this prospectus supplement. Purchasers of the Notes should note that trading of the Notes may be affected by this settlement date.

J.P. Morgan

ANZ

Joint Bookrunners

Co-Managers

Bank of China

Goldman Sachs (Asia) L.L.C.

Deutsche Bank

The date of this prospectus supplement is , 2012.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of each of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of Notes by us. The second part, the accompanying base prospectus, presents more general information about this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus.

If the description of the offering of the Notes varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountants and other advisers for legal, tax, business, financial and related advice regarding the purchase of any of the Notes offered by this prospectus supplement.

In this prospectus supplement, unless otherwise indicated or unless the context otherwise requires, the terms we, us, our company, our Baidu, and issuer refer to Baidu, Inc., its subsidiaries and, in the context of describing our operations and consolidated financial information, our consolidated affiliated entities in China; China and PRC refer to the People's Republic of China and, solely for the purpose of this prospectus, exclude Taiwan, Hong Kong and Macau; and all references to RMB and Renminbi are to the legal currency of China and all references to U.S. dollars, US\$, dollars and \$ are to the legal currency of the United States.

All discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and, in accordance with the Exchange Act, we file annual reports and other information with the SEC. Information we file with the SEC can be obtained over the internet at the SEC's website at www.sec.gov or inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the SEC. Please call the SEC at 1-800-SEC-0330 or visit the SEC website for further information on the operation of the public reference rooms.

This prospectus supplement is part of a registration statement that we filed with the SEC, using a shelf registration process under the Securities Act of 1933, as amended, or the Securities Act, relating to the securities to be offered. This prospectus supplement does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to Baidu, Inc. and the Notes, reference is hereby made to the registration statement and the prospectus contained therein. The registration statement, including the exhibits thereto, may be inspected on the SEC's website or at the Public Reference Room maintained by the SEC.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with or submit to the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus supplement. Information that we file with or submit to the SEC in the future and incorporate by reference will automatically update and supersede the previously filed information. See

Incorporation of Certain Documents by Reference in the accompanying prospectus for more information. All of the documents incorporated by reference are available at www.sec.gov under Baidu, Inc., CIK number 0001329099.

We incorporate by reference into this prospectus supplement our annual report on Form 20-F for the fiscal year ended December 31, 2011 originally filed with the SEC on March 29, 2012 (File No. 000-51469), or our 2011 Form 20-F, and our current report on Form 6-K furnished to the SEC on November 5, 2012 (File No. 000-51469).

As you read the documents incorporated by reference, you may find inconsistencies in information from one document to another. If you find inconsistencies, you should rely on the statements made in the most recent document. All information appearing in this prospectus supplement is qualified in its entirety by the information and financial statements, including the notes thereto, contained in the documents we have incorporated by reference.

We will provide a copy of any or all of the information that has been incorporated by reference in this prospectus supplement but that has not been delivered with this prospectus supplement, upon written or oral request, to any person, including any beneficial owner of the Notes, to whom a copy of this prospectus supplement is delivered, at no cost to such person. You may make such a request by writing or telephoning us at the following mailing address or telephone number:

IR Department

Baidu, Inc.

Baidu Campus

No. 10 Shangdi 10th Street

Haidian District, Beijing 100085

People's Republic of China

Telephone: +86 (10) 5992-8888

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the documents incorporated by reference contain forward-looking statements that reflect our current expectations and views of future events. These statements are made under the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as may, will, expect, anticipate, future, intend, plan, believe, estimate, is/are likely to or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things:

our future business development, results of operations and financial condition;

our proposed use of proceeds from the sale of debt securities;

our ability to attract and retain users and customers and generate revenue and profit from our customers;

our ability to retain key personnel and attract new talent;

competition in the internet search, online marketing and other businesses in which we engage;

the outcome of ongoing or any future litigation, including those relating to intellectual property rights; and

PRC governmental regulations and policies relating to the internet and internet search providers and to the implementation of a corporate structure involving variable interest entities in China.

The forward-looking statements included in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference are subject to risks, uncertainties and assumptions about our company. Our actual results of operations may differ materially from the forward-looking statements as a result of the risk factors disclosed in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference.

We would like to caution you not to place undue reliance on these forward-looking statements and you should read these statements in conjunction with the risk factors disclosed herein, in the accompanying prospectus and in the documents incorporated by reference for a more complete discussion of the risks of an investment in our securities. We operate in a rapidly evolving environment. New risks emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information presented in greater detail elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all the information you should consider before investing in the Notes. You should carefully read the entire prospectus before investing, including Risk Factors, and including the documents incorporated by reference. See Incorporation of Certain Documents by Reference. Our 2011 Form 20-F, which contains our audited consolidated financial statements as of December 31, 2010 and 2011 and for each of the three years ended December 31, 2011, and our report on Form 6-K furnished to the SEC on November 5, 2012, which contains our unaudited interim condensed consolidated financial statements as of September 30, 2012 and for the nine months ended September 30, 2011 and 2012, are both incorporated by reference.

Baidu, Inc.

Overview

We are the leading Chinese language internet search provider. As a technology-based media company, we aim to provide the best way for people to find information. In addition to serving users, we provide an effective platform for businesses to reach potential customers.

Our Baidu.com website is the largest website in China and the fifth largest website globally, as measured by average daily visitors and page views during the three-month period ended September 30, 2012, according to Alexa.com, an internet analytics firm. We are the most used internet search provider in China, capturing 85.3% of internet search traffic in China in 2011, according to iResearch Consulting Group, a market research firm. Our Baidu brand received the highest ranking for an internet brand in China in BrandZ Top50 Most Valuable Chinese Brands 2012, a study of the top 50 most valuable Chinese brands published by Millward Brown Optimor, a brand strategy research firm.

We serve three types of online participants and have achieved significant scale and diversity in our business:

Users. We offer a Chinese language search platform on our Baidu.com website that enables users to find relevant information online, including web pages, news, images, documents and multimedia files, through links provided on our website. Our success to date stems from our focus on superior user experience. We provide a broad range of products and services to enrich user experience and facilitate easy and quick search, including search products, social-networking products, user-generated-content-based knowledge products, location-based products and services, music products, PC client software, mobile related products and services and other products and services. Our products and services can be accessed through PCs and mobile devices.

We aspire to take our user experience to the next level. To this end, we have launched our semantic search engine named Box Computing to deliver interactive, relevant and intuitive user experience. Today, most search results on Baidu.com are produced by Box Computing, which include webpages, third-party applications and content and sponsored links, as well as our own vertical products and websites, such as PostBar, Baidu Knows, Baidu Encyclopedia, Baidu Maps, Baidu Image Search and Video Search, travel site Qunar and video site iQiyi.

Customers. We deliver online marketing services to a diverse customer base operating in a variety of industries. In 2011, we had approximately 488,000 active online marketing customers, as compared to 412,000 in 2010 and 317,000 in 2009. In the nine months ended September 30, 2012, we had approximately 511,000 active online marketing customers. Our online marketing customers consist of small and medium enterprises, or SMEs, throughout China, large domestic companies and Chinese divisions and subsidiaries of large, multinational companies. We reach and serve our customers through our direct sales force as well as a network of third-party

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distributors across China. As many of our customers are SMEs, we use distributors to help us identify potential SME customers, collect payments and assist SMEs in setting up accounts with us and using our online marketing services.

Baidu Union Members. Baidu Union consists of a large number of third-party web content and software providers. Baidu Union members can display on their properties our customers' promotional links that match the content of such members' properties. We allow Baidu Union members to provide high-quality and relevant search results to their users without the cost of building and maintaining advanced search capabilities in-house and to monetize their traffic through revenue sharing arrangements with us.

Technology and people are critical to our long-term success:

Technology. We focus on research and development and innovation. To stay at the forefront of the internet industry and to achieve long term growth and success, we expanded the number of our research and development employees from approximately 3,600 as of December 31, 2010 to approximately 6,000 as of December 31, 2011. We have developed a proprietary technological infrastructure consisting of technologies for web search, pay-for-performance, or P4P, targetization and large-scale systems. As internet traffic transitions from PCs to mobile devices, we are determined to create a seamless mobile internet experience for our users and customers and capture the opportunities presented by the PC-to-mobile transition. We believe our established infrastructure, which serves as the backbone for our mobile platform, creates a significant competitive advantage for us.

People. We have a visionary and experienced management team. Under their leadership, we have developed a strong company culture that encourages individual thinking and creativity, continuous self-improvement and strong commitment to providing the best experience to our users and customers. We value our employees and provide abundant opportunities for training, responsibility and career advancement in our organization.

We have a robust business model:

Online Marketing Services. We generate almost all of our revenues from online marketing services, a substantial majority of which are derived from services based on search queries on our P4P platform. Our P4P platform enables customers to bid for priority placement of their links in keyword search results, and provides customers with wide reach, precise targeting capabilities, highly measurable results and superior returns on marketing spending. We generally require our P4P SME customers to pay deposits before using our services and remind them to replenish their accounts when needed. We also provide other forms of online marketing services, including services based on contextuads and users' search behaviors, and display placements.

Revenue, Profit and Cash Flow. We have grown substantially by focusing on the organic growth of our core business, complemented by strategic investments and acquisitions. Our total revenues in 2011 were RMB14.5 billion (US\$2.3 billion), an 83.2% increase over 2010. Our operating profit in 2011 was RMB7.6 billion (US\$1.2 billion), a 91.4% increase over 2010. Our net income attributable to Baidu, Inc. in 2011 was RMB6.6 billion (US\$1.1 billion), an 88.3% increase over 2010. Our total revenues, operating profit and net income attributable to Baidu, Inc. in the nine months ended September 30, 2012 were RMB16.0 billion (US\$2.5 billion), RMB8.2 billion (US\$1.3 billion) and RMB7.7 billion (US\$1.2 billion), representing 59.3%, 55.4% and 67.1% increases from the corresponding period in 2011, respectively. For the nine months ended September 30, 2012, we generated RMB9.2 billion (US\$1.5 billion) net cash from operating activities. As of September 30, 2012, we held a total of RMB21.3 billion (US\$3.4 billion) in cash and cash equivalents and short-term investments.

Corporate Information

We were incorporated in the Cayman Islands in January 2000. We conduct our operations in China principally through our wholly owned subsidiaries in China. We also conduct part of our operations in China

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through our consolidated affiliated entities in China, which hold the licenses and permits necessary to operate our websites and provide certain services. Our American depositary shares, ten of which represent one Class A ordinary share, par value US\$0.00005 per share, of our company, currently trade on The NASDAQ Global Select Market under the symbol BIDU.

Our principal executive offices are located at Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, the People's Republic of China. Our telephone number at this address is +86 (10) 5992-8888. We have appointed CT Corporation System, which is located at 111 Eighth Avenue, 13th Floor, New York, NY 10011, as our agent upon whom process may be served in any action brought against us under the securities laws of the United States.

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The Offering

The summary below describes the principal terms of the Notes. Certain of the terms described below are subject to important limitations and exceptions. The Description of the Notes section of this prospectus supplement and the Description of Debt Securities section of the accompanying prospectus contain a more detailed description of the terms of the Notes.

Issuer	Baidu, Inc.
Notes Offered	<p>US\$ aggregate principal amount of % notes due 20 , which we refer to as the 20 Notes, and</p> <p>US\$ aggregate principal amount of % notes due 20 , which we refer to as the 20 Notes.</p> <p>We refer to the 20 Notes and the 20 Notes in this prospectus supplement collectively as the Notes.</p>
Maturity Dates	The 20 Notes will mature on , 20 and the 20 Notes will mature on , 20 .
Interest Rates	The 20 Notes will bear interest at a rate of % per year and the 20 Notes will bear interest at a rate of % per year.
Interest Payment Dates	20 and , beginning on , 20 . Interest will accrue from , 20 .
Optional Redemption	We may at our option redeem the Notes of either series at any time, in whole or in part, at a price equal to the greater of 100% of the principal amount of the applicable Notes and the make whole amount plus, in each case, accrued and unpaid interest, if any, on the Notes repurchased to (but not including) the redemption date. See Description of the Notes Optional Redemption.
Repurchase Upon Change of Control	Upon the occurrence of a Change of Control (as defined in Description of the Notes), we must make an offer to repurchase all Notes outstanding at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. See Description of the Notes Repurchase Upon Change of Control.
Ranking	<p>The Notes will be our senior unsecured obligations and will:</p> <p>rank senior in right of payment to all of our existing and future obligations expressly subordinated in right of payment to the Notes;</p>

rank at least equal in right of payment with all of our existing and future unsecured unsubordinated obligations (subject to any priority rights pursuant to applicable law);

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be effectively subordinated to all of our existing and future secured obligations, to the extent of the value of the assets serving as security therefor; and

be structurally subordinated to all existing and future obligations and other liabilities of our subsidiaries and consolidated affiliated entities.

Covenants

We will issue the Notes under an indenture with The Bank of New York Mellon, as trustee. The indenture will, among other things, limit our ability to incur liens and consolidate, merge or sell all or substantially all of our assets.

These covenants will be subject to a number of important exceptions and qualifications and the Notes and the indenture do not otherwise restrict or limit our ability to incur additional indebtedness or enter into transactions with, or to pay dividends or make other payments to, affiliates. For more details, see Description of the Notes.

Payment of Additional Amounts

All payments of principal, premium and interest made by us in respect of the Notes will be made without withholding or deduction for, or on account of, any present or future Taxes (as defined in Description of Debt Securities in the accompanying prospectus) imposed or levied by or within the British Virgin Islands, the Cayman Islands, the PRC or any jurisdiction where we are otherwise considered by a taxing authority to be a resident for tax purposes (in each case, including any political subdivision or any authority therein or thereof having power to tax), unless such withholding or deduction of such Taxes is required by law. If we are required to make such withholding or deduction, we will pay such additional amounts as will result in receipt by each holder of any Note of such amounts as would have been received by such holder had no such withholding or deduction of such Taxes been required, subject to certain exceptions. See Description of Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Tax Redemption

Each series of Notes may be redeemed at any time, at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to (but not including) the redemption date in the event we become obligated to pay additional amounts in respect of such Notes as a result of certain changes in tax law. See Description of Debt Securities Tax Redemption in the accompanying prospectus.

Use of Proceeds

We intend to use the net proceeds from this offering for general corporate purposes and to retire certain existing debt. See Use of Proceeds.

Denominations

The Notes will be issued in minimum denominations of US\$200,000 and multiples of US\$1,000 in excess thereof.

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Form of Notes	We will issue the Notes in the form of one or more fully registered global Notes registered in the name of the nominee of The Depository Trust Company, or DTC. Investors may elect to hold the interests in the global notes through any of DTC, Clearstream or Euroclear, as described under the heading "Description of the Notes Book-Entry; Delivery and Form."
Further Issuances	We may, from time to time, without the consent of the holders of the Notes, create and issue further securities having the same terms and conditions as the Notes in all respects (or in all respects except for the issue date, the issue price and the first payment of interest). Additional Notes issued in this manner will be consolidated with the previously outstanding Notes of the relevant series to constitute a single series of Notes. We will not issue any additional Notes with the same CUSIP, ISIN or other identifying number as the Notes of that series issued hereunder unless the additional Notes are fungible with the Notes for U.S. federal income tax purposes.
Risk Factors	You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under the heading "Risk Factors" beginning on page S-7 of this prospectus supplement, as well as the other information contained or incorporated herein by reference, before investing in any of the Notes offered hereby.
Conflicts of Interest	Because Australia and New Zealand Banking Group Limited is one of the underwriters in this offering and may receive more than 5% of the net offering proceeds, a conflict of interest is deemed to exist under Rule 5121 of the Financial Industry Regulatory Authority, or FINRA. Therefore, the offering will be made in compliance with such rule. See "Underwriting (Conflicts of Interest) Conflicts of Interest."
Listing	<p>Application has been made for the listing and quotation of the Notes on the SGX-ST. The Notes will be traded on the SGX-ST in a minimum board lot size of US\$200,000 for so long as the Notes are listed on the SGX-ST.</p> <p>So long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, our company is required to appoint and maintain a paying agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that the global notes are exchanged for Notes in definitive form. In addition, in the event that the global notes are exchanged for Notes in definitive form, announcement of such exchange will be made by or on behalf of our company through the SGX-ST. Such announcement will include all material information with respect to the delivery of the Notes in definitive form, including details of the paying agent in Singapore.</p>
Governing Law	New York.
Trustee, Registrar and Paying Agent	The Bank of New York Mellon.

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RISK FACTORS

Prospective purchasers of the Notes should carefully consider the risks described below in this prospectus supplement, in the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement before deciding to purchase any Notes. If any of these risks actually occurs, our business, financial condition and results of operations could suffer, and you may lose all or part of your investment.

Risks Relating to the Notes

The Notes will be structurally subordinated to all obligations of our existing and future subsidiaries and consolidated affiliated entities.

The Notes will not be guaranteed by any of our existing or future subsidiaries and consolidated affiliated entities, who together hold substantially all of our operating assets and conduct substantially all of our business. Our subsidiaries and consolidated affiliated entities will have no obligation, contingent or otherwise, to pay amounts due under the Notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The Notes will be structurally subordinated to all indebtedness and other obligations of our subsidiaries and consolidated affiliated entities such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any of our subsidiaries or consolidated affiliated entities, all of that subsidiary's or consolidated affiliated entity's creditors (including trade creditors) and any holders of preferred stock or shares would be entitled to payment in full out of that subsidiary's or consolidated affiliated entity's assets before any remaining assets would be available to Baidu, Inc. to make payments due on the Notes.

In addition, the indenture governing the Notes will, subject to some limitations, permit these subsidiaries and consolidated affiliated entities to incur additional obligations and will not contain any limitation on the amount of indebtedness or other liabilities, such as trade payables, that may be incurred by these subsidiaries and consolidated affiliated entities.

The indenture does not restrict the amount of additional debt that we may incur.

The Notes and the indenture under which the Notes will be issued do not limit the amount of unsecured debt that may be incurred by us or our subsidiaries or consolidated affiliated entities, and they permit us and certain of our subsidiaries and consolidated affiliated entities to incur secured debt without equally and rateably securing the Notes under specified circumstances. As of September 30, 2012, our total debt was US\$444.8 million, primarily consisting of the current portion of long-term loans. Our and our subsidiaries' and consolidated affiliated entities' incurrence of additional debt may have important consequences for you as a holder of the Notes, including making it more difficult for us to satisfy our obligations with respect to the Notes, a loss in the market value of your Notes and a risk that the credit rating of the Notes is lowered or withdrawn.

The Notes will be effectively subordinated to any of our secured obligations to the extent of the value of the property securing those obligations.

The Notes will not be secured by any of our assets. As a result, the Notes will be effectively subordinated to our existing and future secured obligations with respect to the assets that secure those obligations. The effect of this subordination is that upon a default in payment on, or the acceleration of, any of our secured obligations, or in the event of our bankruptcy, insolvency, liquidation, dissolution or reorganization, the proceeds from the sale of assets securing our secured obligations will be available to pay obligations on the Notes only after all such secured obligations have been paid in full. As a result, the holders of the Notes may receive less, ratably, than the holders of secured debt in the event of our bankruptcy, insolvency, liquidation, dissolution or reorganization.

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We may not be able to repurchase the Notes upon a Change of Control.

Upon the occurrence of a Change of Control described in Description of the Notes Repurchase Upon Change of Control, we will be required to offer to repurchase all outstanding Notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to (but not including) the date of repurchase. The source of funds for any purchase of the Notes would be our available cash or cash generated from our subsidiaries or consolidated affiliated entities operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the Notes upon a Change of Control because we may not have sufficient financial resources to purchase all of the debt securities that are tendered upon a Change of Control and repay our other indebtedness that may become due. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain financing on satisfactory terms or at all. Further, our ability to repurchase the Notes may be limited by law. In order to avoid the obligations to repurchase the Notes, we may have to avoid certain Change of Control transactions that would otherwise be beneficial to us.

Holders of the Notes may not be able to determine when a Change of Control giving rise to their right to have the Notes repurchased has occurred following a sale of substantially all of our assets.

The definition of Change of Control in the indenture that will govern the Notes includes a phrase relating to the sale of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under New York law. Accordingly, the ability of a holder of the Notes to require us to repurchase its Notes as a result of a sale of less than all our assets to another person may be uncertain.

The terms of the indenture and the Notes provide only limited protection against significant corporate events that could adversely impact your investment in the Notes.

While the indenture and the Notes contain terms intended to provide protection to holders of the Notes upon the occurrence of certain events involving significant corporate transactions, these terms are limited and may not be sufficient to protect your investment in the Notes. For example, some important corporate events, such as leveraged recapitalizations, may not, under the indenture that will govern the Notes, constitute a Change of Control that would require us to repurchase the Notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the Notes. See Description of the Notes Repurchase Upon Change of Control.

The indenture for the Notes also does not:

require us to maintain any financial ratios or specific levels of net worth, revenue, income, cash flows or liquidity;

limit our ability to incur obligations that are equal in right of payment to the Notes;

restrict our subsidiaries or consolidated affiliated entities ability to issue unsecured securities or otherwise incur unsecured obligations that would be senior to our equity interests in our subsidiaries or consolidated affiliated entities and therefore rank effectively senior to the Notes;

limit the ability of our subsidiaries or consolidated affiliated entities to service indebtedness;

restrict our ability to repurchase or prepay any other of our securities or other obligations;

restrict our ability to make investments or to repurchase or pay dividends or make other payments in respect of our shares or other securities ranking junior to the Notes; or

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limit our ability to sell, merge or consolidate any of our subsidiaries or consolidated affiliated entities.

As a result of the foregoing, when evaluating the terms of the Notes, you should be aware that the terms of the indenture and the Notes do not restrict our ability to engage in, or to otherwise be a party to, a variety of corporate transactions, circumstances and events that could have an adverse impact on your investment in the Notes.

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An active trading market for the Notes may not develop, and the trading price of the Notes could be materially and adversely affected.

The Notes are a new issue of securities for which there is currently no trading market. Application has been made for the listing and quotation of the Notes on the SGX-ST. However, there can be no assurance that we will be able to obtain or maintain such listing or that an active trading market will develop. If no active trading market develops, you may not be able to resell your Notes at their fair market value, or at all. Future trading prices of the Notes will depend on many factors, including prevailing interest rates, our operating results and the market for similar securities. We have been advised that the underwriters intend to make a market in the Notes, but the underwriters are not obligated to do so and may discontinue such market making activity at any time without notice. Therefore there can be no assurance that an active trading market for the Notes will develop or be sustained. If an active trading market for the Notes does not develop or is not maintained, the market price and liquidity of the Notes may be adversely affected. In addition, the Notes may trade at prices that are higher or lower than the price at which the Notes have been issued. The price at which the Notes trade depends on many factors, including:

prevailing interest rates and interest rate volatility,

our results of operations, financial condition and future prospects,

changes in our industry and competition,

the market conditions for similar securities and

general economic conditions,

almost all of which are beyond our control. As a result, there can be no assurance that you will be able to resell the Notes at attractive prices or at all.

We may be deemed a PRC resident enterprise under PRC tax laws, which could subject interest on the Notes to PRC withholding tax and gains on the transfer of the Notes to PRC income tax and could, under certain circumstances, permit us to redeem the Notes.

If we are considered a PRC resident enterprise under the PRC Enterprise Income Tax Law, holders of Notes who are non-resident enterprises may be subject to PRC withholding tax on interest payable by us and PRC income tax on any gains realized from the transfer of Notes, if such income is considered to be derived from sources within the PRC, at a rate of 10% (or lower rate if available under an applicable tax treaty), provided that (i) such foreign enterprise investor has no establishment or premises in the PRC, or (ii) it has an establishment or premises in the PRC but its income derived from the PRC has no real connection with such establishment or premises. Furthermore, if we are considered a PRC resident enterprise and relevant PRC tax authorities consider interest we pay with respect to the Notes and any gains realized from the transfer of Notes to be income derived from sources within the PRC, such interest and gains earned by non-resident individuals may be subject to PRC individual income tax at a rate of 20% (or lower rate if available under an applicable tax treaty).

If we were deemed a PRC resident enterprise under the PRC Enterprise Income Tax Law and required to withhold tax on interest on the Notes, we would be required to pay additional amounts as described under *Description of Debt Securities Payment of Additional Amounts* in the accompanying prospectus. As described under *Description of Debt Securities Tax Redemption* in the accompanying prospectus, we may redeem the Notes in whole at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest if such requirement to pay additional amounts results from a change in law (or a change in the official application or interpretation of law).

Redemption may adversely affect your return on the Notes.

We have the right to redeem some or all of the Notes prior to maturity. We may redeem the Notes at times when prevailing interest rates are relatively low. Accordingly, you may not be able to reinvest the amount received upon redemption in a comparable security at an effective interest rate as high as that of the Notes.

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Our credit ratings may not reflect all risks of your investments in the Notes.

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the Notes. These credit ratings may not reflect the potential impact of risks relating to the structure or marketing of the Notes. Agency ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

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CERTAIN FINANCIAL DATA

Set forth below is certain consolidated statements of comprehensive income data and cash flow data for the years ended December 31, 2007, 2008, 2009, 2010 and 2011 and certain consolidated balance sheet data as of December 31, 2007, 2008, 2009, 2010 and 2011. The consolidated statements of comprehensive income data and cash flow data presented below for the years ended December 31, 2009, 2010 and 2011 and the consolidated balance sheet data as of December 31, 2010 and 2011 have been derived from our audited consolidated financial statements that are included in our 2011 Form 20-F and are incorporated into this prospectus supplement and the accompanying prospectus by reference. The consolidated statements of comprehensive income data and cash flow data presented below for the years ended December 31, 2007 and 2008 and the consolidated balance sheet data as of December 31, 2007, 2008 and 2009 have been derived from our audited consolidated financial statements that are not included in our 2011 Form 20-F. Our audited consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP, and have been audited by Ernst & Young Hua Ming LLP, an independent registered public accounting firm.

The consolidated statements of comprehensive income data and cash flow data presented below for the nine months ended September 30, 2011 and 2012 and the consolidated balance sheet data as of September 30, 2012 have been derived from our unaudited interim condensed consolidated financial statements for the nine months ended September 30, 2011 and 2012 and as of September 30, 2012, which are contained in our Form 6-K furnished to the SEC on November 5, 2012 and are incorporated by reference into this prospectus supplement and the accompanying prospectus. The unaudited interim financial information has been prepared on the same basis as our audited consolidated financial data and includes all adjustments, consisting only of normal and recurring adjustments that we consider necessary for a fair presentation of our financial position and results of operations for the periods presented.

The consolidated financial information should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements for the three years ended December 31, 2011 and as of December 31, 2010 and 2011 and related notes and Item 5. Operating and Financial Review and Prospects in our 2011 Form 20-F and our report on Form 6-K furnished to the SEC on November 5, 2012. Our historical results do not necessarily indicate results expected for any future periods, and the results of operations for the nine month period ended September 30, 2012 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2012.

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		For the Years Ended December 31,					For the Nine Months Ended September 30,		
	2007	2008	2009	2010	2011	2011	2012		
	RMB	RMB	RMB	RMB	US\$	RMB	RMB	US\$	
	(In thousands)								
Consolidated Statements of Comprehensive Income Data:									
Revenues:									
Online marketing services	1,741,021	3,194,461	4,445,310						