

21Vianet Group, Inc.  
Form S-8  
November 20, 2015

As filed with the Securities and Exchange Commission on November 20, 2015

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**21Vianet Group, Inc.**

**(Exact name of registrant as specified in its charter)**

<b>Cayman Islands</b> <b>(State or other jurisdiction of</b>	<b>Not Applicable</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Identification w.seNumber)</b>
<b>M5, 1 Jiuxianqiao East Road,</b>	
<b>Chaoyang District, Beijing 100016</b>	

**People's Republic of China**

**(86 10) 8456-2121**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**2014 Share Incentive Plan, as amended**

**(Full title of the plan)**

**Law Debenture Corporate Services Inc.**

**400 Madison Avenue, 4<sup>th</sup> Floor**

**New York, New York 10017**

**(212) 750-6474**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

*Copies to:*

**Terry Wang**  
**Chief Financial Officer**  
**21Vianet Group, Inc.**  
**M5, 1 Jiuxianqiao East Road,**  
**Chaoyang District, Beijing 100016**  
**People's Republic of China**  
**(86 10) 8456-2121**

**Z. Julie Gao, Esq.**  
**Will H. Cai, Esq.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**c/o 42/F, Edinburgh Tower, The Landmark,**  
**15 Queen's Road Central**  
**Hong Kong**  
**(852) 3740-4700**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
<b>to be Registered<sup>(1)</sup></b>	<b>to be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Registration Fee</b>
	<b>Registered<sup>(2)</sup></b>	<b>Offering Price</b>	<b>Offering Price</b>	
		<b>Per Share</b>		
Class A Ordinary Shares, par value \$0.00001 per share, under the 2014 Share Incentive Plan, as amended	10,872,687 <sup>(3)</sup>	US\$3.28 <sup>(3)</sup>	US\$35,662,413.36	US\$3,591.20
Total	8,272,750 <sup>(4)</sup>	US\$3.28 <sup>(4)</sup>	US\$27,134,620.00	US\$2,732.46
	19,145,437	US\$3.28	US\$62,797,033.36	US\$6,323.66

- (1) These shares may be represented by the Registrant's American Depositary Shares (ADSs), each of which represents six (6) Class A ordinary shares. The Registrant's ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-173331).
- (2) Represents Class A ordinary shares issuable upon exercise of options and pursuant to other awards granted under the 2014 Share Incentive Plan, as amended (the Plan). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plan. Any Class A ordinary shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A ordinary shares that may be issued under the Plan.
- (3) The amount to be registered represents restricted shares units granted under the Plan and the proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the registrant's ADSs as quoted on the NASDAQ Global Select Market on November 18, 2015, adjusted for ADS to ordinary shares ratio.
- (4) These shares are reserved for future award grants under the Plan, and the proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the registrant's ADSs as quoted on the NASDAQ Global Market on November 18, 2015, adjusted for ADS to ordinary shares ratio.



## EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purposes of registering an aggregate of 19,145,437 Class A ordinary shares of the Registrant that have been added to the award pool pursuant to the terms of the Plan.

Previously, an aggregate of 20,461,380 Class A ordinary shares of the Registrant were registered for issuance under the Plan pursuant to the Registrant's registration statement on Form S-8 (File No. 333-197495) filed on July 18, 2014 (the Original S-8 Registration Statement). In accordance with General Instruction E to Form S-8, the contents of the Original S-8 Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

Pursuant to the terms of the Plan, the maximum aggregate number of Class A ordinary shares authorized for issuance under the Plan shall be increased from 20,461,380 to 21,888,624 (such number, the Maximum Number), which shall increase by a number equal to 15% of number of new Class A ordinary shares issued by the Company from time to time. As a result, the Maximum Number which may be issued pursuant to all awards under the Plan shall increase by 17,718,193 Class A ordinary shares and the total number of Class A ordinary shares added to the award pool shall be 19,145,437.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference**

The following documents previously filed by 21Vianet Group, Inc. (the Registrant) with the Securities and Exchange Commission (the Commission) are incorporated by reference herein:

- (a) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Commission on April 10, 2015; and
- (b) The description of the Registrant's Class A ordinary shares and ADSs incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-35126) filed with the Commission on April 6, 2011, including any amendment and report subsequently filed for the purpose of updating that description. All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's currently effective articles of association provide that the Registrant shall indemnify its directors and officers against actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such persons in their capacity as such, except through their fraud, willful default or dishonesty.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-173292), the Registrant has agreed to indemnify its directors and officers to the fullest extent permitted by law against risks and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

The Underwriting Agreement, the form of which was filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-173292), also provides for indemnification of the Registrant and its directors and officers for certain losses, claims, damages and liabilities, including liabilities arising under the Securities Act, but only to the extent that such liabilities are caused by information relating to the underwriters furnished to the Registrant in writing expressly for use in such registration statement and certain other disclosure documents.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The Registrant also maintains a directors and officers liability insurance policy for its directors and officers.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the Index to Exhibits attached hereto.

**Item 9. Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the

changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration statement;

- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.



- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on November 20, 2015.

**21Vianet Group, Inc.**

By: /s/ Steven Zhang

Name: Steven Zhang

Title: Chief Executive Officer and Director

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**Power of Attorney**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Steven Zhang and Terry Wang, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on November 20, 2015.

<b>Signature</b>	<b>Title</b>
/s/ Steven Zhang	Chief Executive Officer and Director
<b>Steven Zhang</b>	(principal executive officer)
/s/ Sheng Chen	Executive Chairman
<b>Sheng Chen</b>	
/s/ Yoshihisa Ueno	Director
<b>Yoshihisa Ueno</b>	
/s/ Sean Shao	Director
<b>Sean Shao</b>	
/s/ Kenneth Chung-Hou Tai	Director
<b>Kenneth Chung-Hou Tai</b>	
/s/ Eden Y. Woon	Director
<b>Eden Y. Woon</b>	
/s/ Kong Kat Wong	Director
<b>Kong Kat Wong</b>	
/s/ Hongjiang Zhang	Director
<b>Hongjiang Zhang</b>	

/s/ Erfei Liu

Director

**Erfei Liu**

/s/ Terry Wang

Chief Financial Officer

**Terry Wang**

(principal financial and accounting officer)

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of 21Vianet Group, Inc., has signed this registration statement or amendment thereto in New York on November 20, 2015.

**Authorized U.S. Representative**

By: /s/ Diana Arias

Name: Diana Arias, on behalf of Law  
Debenture Corporate Services Inc.

Title: Senior Managing Officer

EXHIBIT INDEX

Exhibit Number	Description
4.1	Fourth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1, as amended (File No. 333-173292))
4.2	Ordinary Resolution increasing the authorised share capital of the Registrant (incorporated by reference to our Report of Foreign Private Issuer on Form 6-K furnished to the Commission on June 3, 2014)
4.3	Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-173292))
4.4	Deposit Agreement among the Registrant, Citibank, N.A., as depositary, and holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8, as amended, initially filed with the Commission on October 13, 2011 (File No. 333-177273))
5.1*	Opinion of Maples and Calder, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered
10.1	2014 Share Incentive Plan, as amended on April 1, 2015 (incorporated herein by reference to Exhibit 4.38 to the Company's annual report on Form 20-F (File No. 001-35126) initially filed with the Commission on April 10, 2015)
23.1*	Consent of Ernst & Young Hua Ming LLP, an independent registered public accounting firm
23.2*	Consent of Maples and Calder (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)

\* Filed herewith.