

Edgar Filing: eLong, Inc. - Form SC 13G/A

eLong, Inc.  
Form SC 13G/A  
February 08, 2006

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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. 1 )\*

eLong, Inc.

-----  
(Name of Issuer)

Ordinary Shares

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

290138205

-----  
(CUSIP Number)

December 31, 2005

-----  
(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 Performance, L.L.C. ("Tiger LLC")		
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	5	SOLE VOTING POWER
	SHARES		5,244 shares (which represents 2,622 American Depositary Shares which may be exchanged into Ordinary Shares), all of which are directly owned by Tiger Global II, L.P. ("Tiger II"). Tiger LLC is the general partner of Tiger 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 LLC, may be deemed to have sole voting power with respect to such shares.
	BENEFICIALLY		
	OWNED BY EACH		
	REPORTING		
	PERSON	6	SHARED VOTING POWER
	WITH		See response to row 5.
		7	SOLE DISPOSITIVE POWER
			5,244 shares (which represents 2,622 American Depositary Shares which may be exchanged into Ordinary Shares), all of which are directly owned by Tiger II. Tiger LLC is the general partner of Tiger II, and may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger LLC, 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		5,244
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!

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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 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 5,244 shares (which represents 2,622 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger II, may be deem to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger LLC, 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 5,244 shares (which represents 2,622 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger LLC, the general partner of Tiger II, may be deem to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger LLC, may be deemed to have sole dispositive voting power with respect to such shares.
		8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		5,244
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 Private Investment Partners, L.P. ("Global Partners")
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
	NUMBER OF	5	SOLE VOTING POWER
	SHARES		1,495,856 shares (which represents 747,928 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger Global PIP Performance, L.L.C. ("Tiger PIP"), the general partner of Global Partners, may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole voting power with respect to such shares.
	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	WITH	6	SHARED VOTING POWER See response to row 5.
		7	SOLE DISPOSITIVE POWER
			1,495,856 shares (which represents 747,928 American Depositary Shares which may be exchanged into Ordinary Shares), except that Tiger PIP, the general partner of Global Partners, may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger PIP, 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		1,495,856
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		6.9%
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, L.L.C. ("Tiger PIP")		
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	5	SOLE VOTING POWER
	SHARES		1,495,856 shares (which represents 747,928 American Deposita
	BENEFICIALLY		Shares which may be exchanged into Ordinary Shares), all of
	OWNED BY EACH		which are directly owned by Global Partners. Tiger PIP is th
	REPORTING		general partner of Global Partners, and may be deemed to hav
	PERSON		sole voting power with respect to such shares, and Coleman,
	WITH		the managing member of Tiger PIP, may be deemed to have sole
		6	SHARED VOTING POWER
			See response to row 5.
		7	SOLE DISPOSITIVE POWER
			1,495,856 shares (which represents 747,928 American Deposita
			Shares which may be exchanged into Ordinary Shares), all of
			which are directly owned by Global Partners. Tiger PIP is th
			general partner of Global Partners, and may be deemed to hav
			sole dispositive power with respect to such shares, and
			Coleman, the managing member of Tiger PIP, 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		1,495,856
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		6.9%
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)  
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

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
1,501,100 shares (which represents 750,550 American Depositary Shares which may be exchanged into Ordinary Shares), of which 5,244 are directly owned by Tiger II and 1,495,856 are directly owned by Global Partners. Coleman is the managing member of each of Tiger LLC (the general partner of Tiger II) and Tiger PIP (the general partner of Global Partners), and 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  
1,501,100 shares (which represents 750,550 American Depositary Shares which may be exchanged into Ordinary Shares), of which 5,244 are directly owned by Tiger II and 1,495,856 are directly owned by Global Partners. Coleman is the managing member of each of Tiger LLC (the general partner of Tiger II) and Tiger PIP (the general partner of Global Partners), and 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 1,501,100

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.9%

12 TYPE OF REPORTING PERSON\* IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 1 amends the Schedule 13G filed by Tiger Global Performance, L.L.C. (f/k/a Tiger Technology Performance, L.L.C.), Tiger Global II, L.P. (f/k/a Tiger Technology II, L.P.), Tiger Global PIP Performance, L.L.C. (f/k/a Tiger Technology PIP Performance, L.L.C.), Tiger Global Private Investment Partners, L.P. (f/k/a Tiger Technology Private Investment Partners, L.P.), and Charles P. Coleman III. Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 2(a). NAME OF PERSON FILING:  
-----

This statement is filed by Tiger Global Performance, L.L.C. ("Tiger LLC"), Tiger Global II, L.P. ("Tiger II"), Tiger Global Private Investment Partners, L.P. ("Global Partners"), Tiger Global PIP Performance, L.L.C. ("Tiger PIP") and Charles P. Coleman III ("Coleman"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

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

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:  
-----

The address of the principal business office for each of the Reporting Persons is:

Tiger Global Performance, L.L.C.  
101 Park Avenue  
48th Floor  
New York, NY 10178

ITEM 2(c). CITIZENSHIP:  
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Tiger II is a Delaware Limited Partnership; Tiger LLC and Tiger PIP are Delaware Limited Liability Companies; Global Partners is a Cayman Islands Exempted Limited Partnership; and Coleman is a United States citizen.

ITEM 4. OWNERSHIP:  
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The following information with respect to the ownership of the Ordinary Shares of the issuer by the Reporting Persons is provided as of December 31, 2005:

(a) AMOUNT BENEFICIALLY OWNED:  
-----

See Row 9 of cover page for each Reporting Person.

(b) PERCENT OF CLASS:

-----

See Row 11 of cover page for each Reporting Person.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE:  
-----

See Row 5 of cover page for each Reporting Person.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE  
-----

VOTE:  
-----

See Row 6 of cover page for each Reporting Person.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE  
-----

DISPOSITION OF:  
-----

See Row 7 of cover page for each Reporting Person.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE  
-----

DISPOSITION OF:  
-----

See Row 8 of cover page for each Reporting Person.

The Reporting Persons hold such Ordinary Shares indirectly through their ownership of American Depositary Shares of the Company, each of which is convertible into two Ordinary Shares at any time.

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: February 3, 2006



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

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

Charles P. Coleman III  
Managing Member

Tiger Global Private Investment Partners, L.P.  
By Tiger Global PIP Performance, L.L.C.  
Its General Partner

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

Charles P. Coleman III  
Managing Member

Tiger Global Performance, L.L.C.

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

Charles P. Coleman III  
Managing Member

Tiger Global PIP Performance, 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

EXHIBIT INDEX  
-----

EXHIBIT  
-----

Found on  
Sequentially  
Numbered Page

Exhibit A: Agreement of Joint Filing

11

EXHIBIT A

-----

AGREEMENT OF JOINT FILING

-----

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