

CTRIP COM INTERNATIONAL LTD
Form SC 13D/A
October 19, 2015

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

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

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

PURSUANT TO § 240.13d-2(a)

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

CTRIP.COM INTERNATIONAL, LTD.

(Name of Issuer)

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

(Title of Class of Securities)

22943F100

(CUSIP Number)

Peter Millones

Executive Vice President, General Counsel and Corporate Secretary

The Priceline Group Inc.

800 Connecticut Avenue

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Norwalk, Connecticut 06854

(203) 299-8000

with a copy to:

Brian E. Hamilton, Esq.

Sullivan & Cromwell LLP

125 Broad Street

New York, NY 10004-2498

212-558-4000

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

October 15, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 22943F100

1	Names of Reporting Persons Priceline Group Treasury Company B.V.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) WC	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) o	
6	Citizenship or Place of Organization The Netherlands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 19,087,150*
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 19,087,150*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,087,150*	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13	Percent of Class Represented by Amount in Row (11) 12.63**	
14	Type of Reporting Person (See Instructions) CO	

* Includes the 10,544,200 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 8,542,950 ADSs issuable upon conversion of the 2015 Convertible Note and the Convertible Note, as described herein. *See* Item 5.

** Based on 37,782,041.5 outstanding Ordinary Shares, after giving effect to the transactions described in Item 4. *See* Item 5.

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CUSIP No. 22943F100

1	Names of Reporting Persons The Priceline Group Inc.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Source of Funds (See Instructions) AF	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) o	
6	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 19,087,150*
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 19,087,150*
11	Aggregate Amount Beneficially Owned by Each Reporting Person 19,087,150*	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13	Percent of Class Represented by Amount in Row (11) 12.63**	
14	Type of Reporting Person (See Instructions) CO	

* Includes the 10,544,200 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 8,542,950 ADSs issuable upon conversion of the 2015 Convertible Note and the Convertible Note, as described herein. *See* Item 5.

** Based on 37,782,041.5 outstanding Ordinary Shares, after giving effect to the transactions described in Item 4. *See* Item 5.

This Amendment No. 6 (this Amendment No. 6) amends that certain statement on Schedule 13D filed by The Priceline Group Inc., a Delaware corporation (Priceline), and Priceline Group Treasury Company B.V., a Netherlands company and an indirect wholly owned subsidiary of Priceline (Purchaser, and together with Priceline, the Reporting Persons), with the Securities and Exchange Commission (SEC) on September 29, 2014 (the Original 13D), as amended and supplemented by Amendment No. 1 to the Original 13D filed with the SEC on October 10, 2014 (Amendment No. 1), Amendment No. 2 to the Original 13D filed with the SEC on October 20, 2014 (Amendment No. 2), Amendment No. 3 to the Original 13D filed with the SEC on November 5, 2014 (Amendment No. 3), Amendment No. 4 to the Original 13D filed with the SEC on May 29, 2015 and Amendment No. 5 to the original 13D filed with the SEC on September 15, 2015 (together with the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 Amendment No. 4 and this Amendment No. 6, the Schedule 13D), relating to the American Depositary Shares (ADSs), each representing 0.25 ordinary shares, par value \$0.01 per share (the Ordinary Shares), of Ctrip.com International, Ltd., a Cayman Islands exempted company (the Issuer). Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D.

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

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

As of October 15, 2015, since August 7, 2014, Purchaser has made open market purchases of ADSs totaling \$630,514,593.58 pursuant to a purchase plan established pursuant to Rule 10b5-1 under the Exchange Act (the 10b5-1 Plan). The funds used to purchase these ADSs pursuant to the Priceline Purchase Right were obtained from the general working capital of Purchaser.

Item 5. Interest in Securities of the Issuer.

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

As of October 15, 2015, each of the Reporting Persons beneficially owns or may be deemed to beneficially own, as the case may be, 19,087,150 ADSs, including the 10,544,200 ADSs purchased by Purchaser pursuant to the Priceline Purchase Right and the 8,542,950 ADSs issuable upon conversion of the Convertible Notes, representing 4,771,787.5 Ordinary Shares or approximately 12.63% of the outstanding Ordinary Shares.

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

Name of Reporting Person	Trade Date	Purchased / (Sold)	Average Price per ADS (\$)
Priceline Group Treasury Company B.V.	9/15/2015	60,300	66.2712
Priceline Group Treasury Company B.V.	9/16/2015	9,900	69.6130

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Priceline Group Treasury Company B.V.	9/17/2015	5,600	69.9552
Priceline Group Treasury Company B.V.	9/18/2015	58,000	68.9638
Priceline Group Treasury Company B.V.	9/21/2015	58,700	68.0825
Priceline Group Treasury Company B.V.	9/22/2015	78,800	66.1500
Priceline Group Treasury Company B.V.	9/23/2015	91,100	65.7857
Priceline Group Treasury Company B.V.	9/24/2015	88,700	65.0063
Priceline Group Treasury Company B.V.	9/25/2015	90,600	66.1879
Priceline Group Treasury Company B.V.	9/28/2015	127,200	62.8667
Priceline Group Treasury Company B.V.	9/29/2015	129,200	61.8998
Priceline Group Treasury Company B.V.	9/30/2015	97,200	62.9956
Priceline Group Treasury Company B.V.	10/1/2015	128,200	62.3699
Priceline Group Treasury Company B.V.	10/2/2015	81,700	65.6243
Priceline Group Treasury Company B.V.	10/5/2015	58,000	68.9019
Priceline Group Treasury Company B.V.	10/6/2015	58,000	68.8804
Priceline Group Treasury Company B.V.	10/7/2015	18,100	69.6521
Priceline Group Treasury Company B.V.	10/8/2015	59,200	67.5218
Priceline Group Treasury Company B.V.	10/9/2015	58,900	67.8661
Priceline Group Treasury Company B.V.	10/12/2015	58,500	68.3327
Priceline Group Treasury Company B.V.	10/13/2015	58,100	68.7825
Priceline Group Treasury Company B.V.	10/14/2015	58,500	68.2720
Priceline Group Treasury Company B.V.	10/15/2015	51,900	69.6153

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 19, 2015

THE PRICELINE GROUP INC.

/s/ Peter J. Millones

Name:

Peter J. Millones

Title:

Executive Vice President, General Counsel and
Secretary

PRICELINE GROUP TREASURY COMPANY B.V.

/s/ Daniel J. Finnegan

Name:

Daniel J. Finnegan

Title:

Director