

CHINACAST EDUCATION CORP  
Form SC 13G  
February 02, 2011

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 RULE 13d-2(b)

Amendment No. 5

ChinaCast Education Corporation  
(Name of Issuer)

Common Stock,  
par value \$0.0001 per share  
(Title of class of securities)

16946T-10-9

(CUSIP number)

December 31, 2010

(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 the disclosures provided in a prior cover page.

The information required in 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 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

Page 1 of 8 Pages

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1 NAMES OF REPORTING PERSONS: DIRECTV

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 26-4772533  
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:\*

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER:	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER:	1,705,000
	7	SOLE DISPOSITIVE POWER:	0
	8	SHARED DISPOSITIVE POWER:	1,705,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,705,000

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

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 3.4%

12 TYPE OF REPORTING PERSON: CO

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1 NAMES OF REPORTING PERSONS: The DIRECTV Group, Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 52-1106564  
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:\*

(a) ☐(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF	5	SOLE VOTING POWER:	0
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER:	1,705,000
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER:	0
REPORTING			
PERSON WITH	8	SHARED DISPOSITIVE	1,705,000
		POWER:	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY		
	EACH REPORTING PERSON:		1,705,000

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

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 3.4%

12 TYPE OF REPORTING PERSON: CO

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1 NAMES OF REPORTING PERSONS: DTV Network Systems, Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 52-2358833  
(ENTITIES ONLY):

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:\*

(a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER:	0
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER:	1,705,000
EACH	7	SOLE DISPOSITIVE POWER:	0
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER:	1,705,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,705,000

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

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 3.4%

12 TYPE OF REPORTING PERSON: CO

Item 1(a) Name of Issuer:

ChinaCast Education Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

10/F Xu Jie Mansion, No. 29

Nanmofang Road

Beijing, Peoples Republic of China

Item 2(a): Name of Person Filing:

This statement is filed by DIRECTV and its wholly-owned subsidiaries, The DIRECTV Group, Inc. and DTV Network Systems, Inc.

Item 2(b): Address of Principal Business Office or if None, Residence:

2230 E. Imperial Highway

El Segundo, California 90245.

Item 2(c): Citizenship:

DIRECTV, The DIRECTV Group, Inc. and DTV Network Systems, Inc. are each Delaware corporations.

Item 2(d): Title of Class of Securities:

Common Stock, \$0.0001 par value per share.

Item 2(e): CUSIP Number

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Item 3: If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (b), Check Whether the Person Filing is a:

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act;
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item 4: Ownership:

Pursuant to the provisions of Rule 13d-3 under the Securities Exchange Act, DIRECTV and DIRECTV Group may be deemed to own beneficially the shares of Issuer owned by DTV Network, a wholly-owned subsidiary of DIRECTV Group, which in turn is a wholly-owned subsidiary of DIRECTV.

Percentage ownership is based on 49,778,952 shares outstanding reported by Issuer in its Proxy Statement on Schedule 14A, filed with the SEC on October 20, 2010.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.



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. Dissolution of a Group.

Not applicable.

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 securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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: February 1, 2011

DIRECTV

By: /s/ Keith U. Landenberger  
Name: Keith U. Landenberger  
Title: Senior Vice President

The DIRECTV Group, Inc.

By: /s/ Keith U. Landenberger  
Name: Keith U. Landenberger  
Title: Senior Vice President

DTV Network Services, Inc.

By: /s/ Keith U. Landenberger  
Name: Keith U. Landenberger  
Title: Senior Vice President

