

China Distance Education Holdings LTD  
Form SC 13G  
November 13, 2008

**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. \_\_)\***

**CHINA DISTANCE EDUCATION HOLDINGS LIMITED**

(Name of Issuer)

**ORDINARY SHARES**

(Title of Class of Securities)

**16944W104**

(CUSIP Number)

**November 4, 2008**

(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 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).



**CUSIP NO.**  
**16944W104**

**13 G**

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2. Bertelsmann AG<sup>1</sup>  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Federal Republic of Germany

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH: 7. 14,518,523  
SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

14,518,523

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,518,523

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

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<sup>1</sup> Bertelsmann AG is the indirect beneficial owner of 14,518,523 ordinary shares of China Distance Education Holdings Limited (the Issuer ) which are held directly by its wholly-owned subsidiary Bertelsmann Asia Investments AG, which is an investment fund used to finance Bertelsmann s strategic investments. Bertelsmann Stiftung owns 76.9% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies and the Mohn family owns the remaining 23.1% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies. The Bertelsmann Verwaltungsgesellschaft ( BVG ), which is controlled by the Mohn family, controls 100% of the voting rights in Bertelsmann AG through intermediate shareholding companies.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.23 %

12. TYPE OF REPORTING PERSON \*

CO

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CUSIP NO.  
16944W1042

13 G

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
2. Bertelsmann Asia Investments AG  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Switzerland
5. SOLE VOTING POWER  
6. SHARED VOTING POWER
- NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH:
7. 14,518,523  
SOLE DISPOSITIVE POWER  
8. SHARED DISPOSITIVE POWER
9. 14,518,523  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10. 14,518,523  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12. 10.23%  
TYPE OF REPORTING PERSON\*  
  
CO

**Item 1(a). Name of Issuer:**

China Distance Education Holdings Limited

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

18th Floor, Xueyuan International Tower

1 Zhichun Road

Haidian District

Beijing 100083, China

**Item 2(a). Name of Person Filing:**

Bertelsmann AG

Bertelsmann Asia Investments AG

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

The address of the principal business and principal office of Bertelsmann AG is:

Carl-Bertelsmann-Strasse 270

D-33311 Gütersloh

GERMANY

The address of the principal business and principal office of Bertelsmann Asia Investments AG is:

c/o Erich Kalt

Dammstrasse 19

Zug

6300

Switzerland

**Item 2(c). Citizenship:**

The citizenship of Bertelsmann AG is the Federal Republic of Germany. The citizenship of Bertelsmann Asia Investments AG is Switzerland.

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

This statement relates to the Issuer's ordinary shares.

**Item 2(e). CUSIP Number:**

16944W104

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

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- (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).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

(a) Amount beneficially owned: (1)

Bertelsmann AG: 14,518,523

Bertelsmann Asia Investments AG: 14,518,523

(1) Bertelsmann AG is the indirect beneficial owner of 14,518,523 ordinary shares of the Issuer which are held directly by its wholly-owned subsidiary Bertelsmann Asia Investments AG, which is an investment fund used to finance Bertelsmann's strategic investments. Bertelsmann Stiftung owns 76.9% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies and the Mohn family owns the remaining 23.1% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies. The BVG, which is controlled by the Mohn family, controls 100% of the voting rights in Bertelsmann AG through intermediate shareholding companies.

(b) Percent of class: (2)

Bertelsmann AG: 10.23%

Bertelsmann Asia Investments AG 10.23%



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(2) Based on the 141,840,594 ordinary shares of the Issuer reported to be outstanding as of August 4, 2008, in a prospectus the Issuer filed with the Securities and Exchange Commission on July 30, 2008.

(c) Number of shares as to which such person has:

	(i) Sole power to vote or to direct the vote	(ii) Shared power to vote or to direct the vote:	(iii) Sole power to dispose or to direct the disposition of	(iv) Shared power to dispose or to direct the disposition of
Bertelsmann AG	0	14,518,523	0	14,518,523
Bertelsmann Asia Investments AG	0	14,518,523	0	14,518,523

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

Not Applicable

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

Bertelsmann AG is the indirect beneficial owner of 14,518,523 ordinary shares of the Issuer which are held directly by its wholly-owned subsidiary Bertelsmann Asia Investments AG, which is an investment fund used to finance Bertelsmann's strategic investments. Bertelsmann Stiftung owns 76.9% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies and the Mohn family owns the remaining 23.1% of the shares of Bertelsmann AG through intermediate shareholding companies without any voting rights in these intermediate shareholding companies. The BVG, which is controlled by the Mohn family, controls 100% of the voting rights in Bertelsmann AG through intermediate shareholding companies.

### 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. Notice of Dissolution of Group.

Not Applicable

### Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

BERTELSMANN AG

November 12, 2008

(Date)

/s/ Martin Danhoff

(Signature)

Martin Danhoff, Senior Vice President

(Name/Title)

BERTELSMANN AG

November 12, 2008

(Date)

/s/ Michael Kronenburg

(Signature)

Michael Kronenburg, Senior Vice President

(Name/Title)

BERTELSMANN ASIA INVESTMENTS AG

November 12, 2008

(Date)

/s/ Erich Kalt

(Signature)

Erich Kalt, President

(Name/Title)

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*Attention.* Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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**Joint Filing Agreement**

The undersigned hereby agree to the joint filing with each other of a Schedule 13G, and all amendments thereto, with respect to each holding as to which such a report must be made, and that each such Schedule and all amendments thereto are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement this 12th day of November, 2008.

BERTELSMANN AG

Name: Martin Danhoff

By: /s/ Martin Danhoff

Title: Senior Vice President

BERTELSMANN AG

Name: Michael Kronenburg

By: /s/ Michael Kronenburg

Title: Senior Vice President

BERTELSMANN ASIA INVESTMENTS AG

Name: Erich Kalt

By: /s/ Erich Kalt

Title: President