

Alibaba Group Holding Ltd  
Form SC 13G  
February 17, 2015

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.    )\***

**Alibaba Group Holding Limited**  
**(Name of Issuer)**  
**Ordinary shares, par value US \$0.000025 per share**  
**American Depositary Shares (ADS), each representing**  
**one ordinary share, par value \$0.000025 per share**  
**(Title of Class of Securities)**  
**01609W102\*\***  
**(CUSIP Number)**  
**December 31, 2014**  
**(Date of Event Which Requires Filing of this Statement)**

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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.

\*\* This CUSIP number applies to the American Depositary Shares, each representing one ordinary share, par value \$0.000025 per share. No CUSIP has been assigned to the ordinary shares.

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).

CUSIP No. 01609W102

Schedule 13G

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## 1 NAMES OF REPORTING PERSONS

Yahoo! Inc.

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

## 3 SEC USE ONLY

## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES

92,626,716

## 6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY

290,938,700<sup>(1) (2)</sup>

EACH

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON

92,626,716

## 8 SHARED DISPOSITIVE POWER

WITH

290,938,700<sup>(1)</sup>

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

383,565,416

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

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

15.4%<sup>(3)</sup>

12 TYPE OF REPORTING PERSON

CO

- (1) Represents 290,938,700 American Depositary Shares, each representing one ordinary share of Alibaba Group Holding Limited ( "Alibaba" ), held by Yahoo! Hong Kong Holdings Limited, a wholly owned subsidiary of Yahoo! Inc. (hereinafter referred to as "ordinary shares" ).
- (2) This number does not take into account the Voting Agreement (defined below), pursuant to which the Yahoo Entities (defined below) grant an irrevocable proxy to Jack Ma Yun and Joseph C. Tsai, Alibaba's executive chairman and executive vice chairman, respectively, to vote, subject to certain exceptions, the lesser of:
  - (a) 121,500,000 ordinary shares and (b) the aggregate number of ordinary shares collectively owned by the Yahoo Entities.
- (3) Based upon the 2,487,314,208 shares issued and outstanding as of December 31, 2014, as described in Alibaba's Form 6-K filed with the Securities and Exchange Commission ( "SEC" ) on January 29, 2015.

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## 1 NAMES OF REPORTING PERSONS

Yahoo! Hong Kong Holdings Limited

## 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

## 3 SEC USE ONLY

## 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

## 5 SOLE VOTING POWER

## NUMBER OF

SHARES

0

## 6 SHARED VOTING POWER

## BENEFICIALLY

OWNED BY

290,938,700 <sup>(1)</sup>

EACH

## 7 SOLE DISPOSITIVE POWER

## REPORTING

PERSON

0

## 8 SHARED DISPOSITIVE POWER

WITH

290,938,700

## 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

290,938,700

## 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

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

11.7%<sup>(2)</sup>

12 TYPE OF REPORTING PERSON

CO

(1) This number does not take into account the Voting Agreement, pursuant to which the Yahoo Entities grant an irrevocable proxy to Jack Ma Yun and Joseph C. Tsai, Alibaba's executive chairman and executive vice chairman, respectively, to vote, subject to certain exceptions, the lesser of: (a) 121,500,000 ordinary shares and (b) the aggregate number of ordinary shares collectively owned by the Yahoo Entities.

(2) Based upon the 2,487,314,208 shares issued and outstanding as of December 31, 2014, as described in Alibaba's Form 6-K filed with the SEC on January 29, 2015.

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

Alibaba Group Holding Limited ( Alibaba ).

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

c/o Alibaba Group Services Limited

26/F Tower One, Times Square

1 Matheson Street

Causeway Bay, Hong Kong

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

This Schedule 13G is being filed jointly by Yahoo! Inc. ( Yahoo ) and Yahoo! Hong Kong Holdings Limited ( Yahoo Hong Kong ) (each individually a Reporting Person and collectively the Yahoo Entities and the Reporting Persons ).

The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1. Pursuant to the Joint Filing Agreement, the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the Exchange Act ).

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

The address of the principal business office of Yahoo is:

701 First Avenue, Sunnyvale, California 94089

The address of the principal business office of Yahoo Hong Kong is:

15/F Caroline Centre, 28 Yun Ping Road, Causeway Bay, Hong Kong

**Item 2(c) Citizenship:**

See Row 4 of cover page.

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

Ordinary shares, par value US \$0.000025 per share.

American Depositary Shares, each representing one ordinary share, par value \$0.000025 per share.

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

01609W102

**Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.



**Item 4. Ownership**

- (a) Amount Beneficially Owned by each Reporting Person: See Row 9 of cover page.
- (b) Percent of Class Beneficially Owned by each Reporting Person: See Row 11 of cover page.
- (c) Number of shares as to which each Reporting Person has:
  - i. Sole power to vote or to direct the vote: See Row 5 of cover page.

- ii. Shared power to vote or to direct the vote: See Row 6 of cover page.

On September 18, 2014, the Yahoo Entities entered into a voting agreement (the "Voting Agreement") with Alibaba, Softbank Corp. ("Softbank"), Jack Ma Yun, Joseph C. Tsai and certain other shareholders of Alibaba (identified below), pursuant to which the Yahoo Entities agreed to certain voting arrangements with respect to all of their Alibaba ordinary shares, including an agreement to vote for the director nominee of SoftBank and the director nominees of Lakeside Partners, LP (a partnership comprised of members of management of Alibaba, one of its affiliates and/or certain companies with which Alibaba has a significant relationship). The Yahoo Entities also granted a proxy to Jack Ma and Joe Tsai, Alibaba's executive chairman and executive vice chairman, respectively, to vote, subject to certain exceptions, 121,500,000 ordinary shares of Alibaba or, if less, the remaining Alibaba ordinary shares then owned by the Yahoo Entities.

The Voting Agreement was filed with the SEC as Exhibit 4.13 to Alibaba's registration statement on Form F-1 on September 5, 2014.

- iii. Sole power to dispose of or to direct the disposition of: See Row 7 of cover page.
  - iv. Shared power to dispose or to direct the disposition of: See Row 8 of cover page.

**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**

Not applicable.

**Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

The parties to the Voting Agreement may be deemed a group pursuant to Rule 13d-5 under the Exchange Act. Assuming the parties to the Voting Agreement are deemed a group pursuant to Rule 13d-5, the members of the group are as follows: (1) The Yahoo Entities; (2) Softbank and certain affiliates, namely SBBM Corporation and SB China Holdings Pte Ltd.; (3) Jack Ma Yun and certain affiliates, namely SymAsia Foundation Limited, JC Properties Limited, APN Ltd. and JSP Investment Ltd.; and (4) Joseph C. Tsai and certain affiliates, namely SymAsia Foundation Limited, Parufam Limited, PMH Holding Limited, MFG Limited, MFG II Limited, and Clara Wu Ming-Hua.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

**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.

Dated: February 17, 2015

Yahoo! Inc.

By: /s/ Ronald S. Bell  
Ronald S. Bell

General Counsel and Secretary

Yahoo! Hong Kong Holdings Limited

By: /s/ Chen Hsu Ching-ling  
Chen Hsu Ching-ling

Director