

iKang Healthcare Group, Inc.
Form SC 13D/A
December 18, 2018

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934*
(Amendment No. 3)**

iKang Healthcare Group, Inc.

(Name of Issuer)

Class A Common Shares, par value US\$0.01 per share**

American Depositary Shares, each representing 1/2 Class A Common Share

(Title of Class of Securities)

45174L108***

(CUSIP Number)

Mr. Boquan He

Unit 3213, Metro Plaza

No. 183-187 Tianhe Road (N)

Guangzhou, PR China, 510620

+86 20 8755 3248

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

December 14, 2018

(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 Rules 13d-1(e), 13d-1(f) or 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 Rule 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.
- ** Not for trading, but only in connection with the registration of American Depositary Shares each representing 1/2 Class A Common Share.
- *** This CUSIP applies to the American Depositary Shares, each representing 1/2 Class A Common Share.

The information required on the remainder of this cover page shall not be deemed to be filed for the purposes 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. 45174L108

1	Name of Reporting Person. Boquan He	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization PR China	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 4,458,575 Class A Common Shares(1)
	8	Shared Voting Power 0
	9	Sole Dispositive Power 4,458,575 Class A Common Shares(1)
	10	Shared Dispositive Power 0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	

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	4,458,575 Class A Common Shares
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11); 12.7%(2)
14	Type of Reporting Person (See Instructions) IN

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- (1) Consists of (i) 10,000 Class A Common Shares issuable upon exercise of option held by Mr. Boquan He within 60 days of the date of this Amendment No. 3, and (ii) 4,448,575 Class A Common Shares held by Top Fortune Win Ltd.
- (2) Percentage calculated based on (i) 34,306,093 Class A Common Shares (excluding Class A Common Shares issued to the depositary and reserved for exercise of option) and 805,100 Class C Common Shares outstanding as of June 30, 2018 according to the Form 20-F filed by the Issuer with the Securities and Exchange Commission on August 10, 2018, and (ii) 10,000 Class A Common Shares issuable upon exercise of option held by Mr. Boquan He within 60 days of the date of this Amendment No. 3.

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CUSIP No. 45174L108

1	Name of Reporting Person. Top Fortune Win Ltd.	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) OO	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization British Virgin Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 4,448,575 Class A Common Shares
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 4,448,575 Class A Common Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person	

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	4,448,575 Class A Common Shares
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>
13	Percent of Class Represented by Amount in Row (11); 12.7%(1)
14	Type of Reporting Person (See Instructions) CO

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- (1) Percentage calculated based on 34,306,093 Class A Common Shares (excluding Class A Common Shares issued to the depositary and reserved for exercise of option) and 805,100 Class C Common Shares outstanding as of June 30, 2018 according to the Form 20-F filed by the Issuer with the Securities and Exchange Commission on August 10, 2018.

This Amendment No. 3 to Schedule 13D (this Amendment No. 3) is filed to amend and supplement the Schedule 13D filed by the Reporting Persons named therein with the Securities and Exchange Commission on April 5, 2018, as previously amended by Amendment No. 1 filed on June 4, 2018 and Amendment No. 2 filed on September 27, 2018 (the Original Schedule 13D), with respect to iKang Healthcare Group, Inc. (the Issuer). Except as specifically amended and supplemented by this Amendment No. 3, the Original Schedule 13D remains in full force and effect. All capitalized terms contained herein but not otherwise defined shall have the meaning ascribed to such terms in the Original Schedule 13D.

Item 4 Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby supplemented by adding the following:

On December 14, 2018, Parent, Merger Sub and the Issuer entered into Amendment No. 3 to Merger Agreement and Plan of Merger (Amendment No. 3 to Merger Agreement), which includes the following amendments to the Merger Agreement, as previously amended by Amendment No. 1 thereto dated as of May 29, 2018 and Amendment No. 2 thereto as of September 25, 2018:

- the Termination Date under the Merger Agreement is extended from October 31, 2018 to January 31, 2019;
- the closing condition in Section 7.02(e) of the Merger Agreement that holders of no more than 15% of the total issued and outstanding shares of the Issuer have validly served Objection Notices is deleted in its entirety and replaced with a condition that the number of Dissenting Shares shall represent no more than 15% of the total outstanding shares of the Issuer;
- a new Section 7.02(f) includes an additional closing condition for the benefit of Parent and Merger Sub which provides that, since the date of the original Merger Agreement, there has not been any change of applicable laws that (i) requires the Group Companies to operate as a not-for-profit business or cease to engage in the health or medical examination business in the PRC (the Business) or otherwise requires the Business to be owned, operated and managed solely by public hospitals, (ii) generally prohibits the public offering and listing of equity securities of companies primarily engaged in the Business (including the Group Companies) and/or (iii) generally prohibits the acquisition of a company primarily engaged in the Business (including the Group Companies) by a company with publicly listed equity securities;
- the definition of Excluded Shares is revised to include any Shares held by shareholders who have validly exercised their rights to dissent from the merger in accordance with Section 238 of the Cayman Islands Companies Law and thereafter effectively withdrawn such rights to dissent (such shareholders, the Withdrawing Shareholders), such that if the merger is completed, at the effective time of the merger, Shares held by the Withdrawing Shareholders will be cancelled and cease to exist for no consideration under the Merger Agreement; and
- Section 1.02 has been amended to provide that the closing will occur at 10:00 a.m. (Beijing time) on or before January 18, 2019 (or another date or time agreed in writing by the Issuer and Parent), subject to the satisfaction of the closing conditions set forth in the Merger Agreement.

Reference to Amendment No. 3 to Merger Agreement in this Amendment No. 3 is qualified in its entirety by reference to the above-mentioned document, which is attached hereto as Exhibit 99.15 and incorporated herein by reference as if set forth in its entirety herein.

Prior to the execution of Amendment No. 3 to Merger Agreement, Merger Sub informed the Reporting Persons that it had entered into one or more confidential settlement deeds with certain Withdrawing Shareholders pursuant to which, among other matters, such Withdrawing Shareholders agreed to effectively withdraw their rights to dissent from the merger. The parties to the Merger Agreement currently expect the merger to close in January 2019, subject to the satisfaction or waiver of the conditions to closing set forth in the Merger Agreement.

Item 7 Materials to be Filed as Exhibits

Exhibit	Description
99.15	Amendment No. 3 to the Merger Agreement, dated December 14, 2018, by and among the Issuer, Parent and Merger Sub (incorporated by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Issuer to the Securities and Exchange Commission on December 14, 2018).

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: December 18, 2018

MR. BOQUAN HE

By: /s/ Boquan He

TOP FORTUNE WIN LTD.

By: /s/ Boquan He
Name: Boquan He
Title: Director