

CTRIP COM INTERNATIONAL LTD

Form F-6EF

August 06, 2007

As filed with the Securities and Exchange Commission on August 6, 2007

Registration No. 333-

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

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**FORM F-6**  
**REGISTRATION STATEMENT**  
under  
**THE SECURITIES ACT OF 1933**  
For Depositary Shares Evidenced by American Depositary Receipts

of

**CTRIP.COM INTERNATIONAL, LTD.**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

**CAYMAN ISLANDS**

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York**  
**ADR Division**

**One Wall Street, 29th Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**  
**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**  
**120 Broadway**  
**New York, New York 10271**  
**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

☒ immediately upon filing

☐ on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box. ☐

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of Securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum aggregate price per unit <sup>(1)</sup></b>	<b>Proposed maximum aggregate offering price <sup>(1)</sup></b>	<b>Amount of registration fee</b>
<b>American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing ordinary shares, par value U.S.\$0.01 each, of Ctrip.com International, Ltd.</b>	<b>200,000,000 American Depositary Shares</b>	<b>\$5.00</b>	<b>\$10,000,000</b>	<b>\$307.00</b>

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

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The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

## PART I

### INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

#### Description of Securities to be Registered

#### Cross Reference Sheet

<u>Item Number and Caption</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name and address of depositary	Introductory Article
2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities	
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts	corner
(ii) The procedure for voting, if any, the deposited securities	Articles number 15, 16 and 18
(iii) The collection and distribution of dividends	Articles number 4, 12, 13, 15 and 18
(iv) The transmission of notices, reports and proxy soliciting material	Articles number 11, 15, 16 and 18
(v) The sale or exercise of rights	Articles number 13, 14, 15 and 18
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Articles number 12, 13, 15, 17 and 18
(vii) Amendment, extension or termination of the deposit agreement	Articles number 20 and 21
(viii) Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Article number 11
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Articles number 2, 3, 4, 5, 6, 8 and 23
(x) Limitation upon the liability of the depositary	Articles number 14, 18, 19 and 21
3. Fees and Charges	Articles number 7 and 8

Item - 2.

#### Available Information

Public reports furnished by issuer	Article number 11
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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

#### Exhibits

a.

Form of Deposit Agreement (including the form of American Depositary Receipt), dated as of December 8, 2003, as amended and restated as of August 11, 2006, among Ctrip.com International, Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Any other agreement to which the Depositary is a party relating to the issuance of the Depositary Shares registered hereby or the custody of the deposited securities represented. - Not Applicable.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Filed herewith as Exhibit 5.

Item - 4.

#### Undertakings

(a)

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The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on August 6, 2007.

Legal entity created by the agreement for the issuance of American Depositary Receipts for ordinary shares, par value U.S.\$0.01 each, of Ctrip.com International, Ltd.

By:

The Bank of New York,  
As Depositary

By: /s/ U.M. Erlandsen

Name: U.M. Erlandsen

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Ctrip.com International, Ltd. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Shanghai, People's Republic of China on August 6, 2007.

**Ctrip.com International, Ltd.**

By: /s/ Min Fan

Name: Min Fan

Title: Chief Executive Officer and Director

Each person whose signature appears below hereby constitutes and appoints Min Fan and Jane Jie Sun, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 6, 2007.

Signature

Title

/s/ Min Fan

Chief Executive Officer

Name: Min Fan

and Director

(principal executive officer)

/s/ Jane Jie Sun

Chief Financial Officer

Name: Jane Jie Sun

(principal financial and accounting officer)

/s/ James Jianzhang Liang

Chairman of the Board

Name: James Jianzhang Liang

/s/ Gabriel Li

Deputy Chairman of the Board

Name: Gabriel Li

/s/ Neil Nanpeng Shen

Director

Name: Neil Nanpeng Shen

/s/ Oi Ji

Director

Name: Oi Ji

/s/ JP Gan

Director

Name: JP Gan

/s/ Suyang Zhang

Director

Name: Suyang Zhang

/s/ Hideaki Yokomizo

Director

Name: Hideaki Yokomizo

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE**

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Ctrip.com International, Ltd., has signed this Registration Statement on Form F-6 and Power of Attorney in Newark, Delaware, on August 6, 2007.

Authorized U.S. Representative



By: /s/ Donald J. Puglisi

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Name:

Donald J. Puglisi

Title:

Managing Director,

Puglisi & Associates

## INDEX TO EXHIBITS

Exhibit

Letter

Exhibit

- |   |  |
|---|--|
| 1 | Form of Deposit Agreement (including the form of American Depositary Receipt), dated as of December 8, 2003, as amended and restated as of August 11, 2006, among Ctrip.com International, Ltd., The Bank of New York as Depositary, and all Owners and Beneficial Owners from time to time of American Depositary Receipts issued thereunder. |
| 4 | Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to the legality of the securities to be registered.   |

Certification under Rule 466.