

CTRIP COM INTERNATIONAL LTD
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

CTRIP.COM INTERNATIONAL LTD.

(Name of Issuer)

American Depositary Shares representing Ordinary Shares, par value \$.01 per share

(Title of Class of Securities)

22943F100

(CUSIP Number)

December 31, 2012

(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. 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).

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. Brookside Capital Trading Fund, L.P.
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 1,407,392 Ordinary Shares based on direct ownership of 5,629,568 American Depositary Shares.

6. SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 0

7.

REPORTING

PERSON 1,407,392 Ordinary Shares based on direct ownership of 5,629,568 American Depositary Shares.

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 1,407,392 Ordinary Shares based on direct ownership of 5,629,568 American Depositary Shares.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

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

3.93%

12. TYPE OF REPORTING PERSON*

PN

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

The name of the issuer to which this filing on Schedule 13G relates is CTRIP.COM INTERNATIONAL LTD. (the Company).

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

The principal executive offices of the Company are located at No. 99 Fu Wuan Road Shanghai 200335, People's Republic of China.

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

This Statement is being filed on behalf of Brookside Capital Trading Fund, L.P., a Delaware limited partnership (the Brookside Fund). Brookside Capital Investors II, L.P., a Delaware limited partnership (Brookside Investors II) is the sole general partner of the Brookside Fund. Brookside Capital Management, LLC, a Delaware limited liability company (Brookside Management), is the sole general partner of Brookside Investors II.

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

The principal business address of each of the Brookside Fund, Brookside Investors II, and Brookside Management is John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.

Item 2 (c). **Citizenship**

Each of the Brookside Fund, Brookside Investors II and Brookside Management is organized under the laws of the State of Delaware.

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

The class of equity securities of the Company to which this filing on Schedule 13G relates is ordinary shares, par value US \$0.01 per share (Ordinary Shares).

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

22943F100***.

*** There is no CUSIP number assigned to the Ordinary Shares. CUSIP number 22943F100 has been assigned to the American Depositary Shares, which are quoted on The NASDAQ Global Select Market under the symbol CTRP. Each American Depositary Share represents 0.25 Ordinary Shares.

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable.

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

☒ **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership**

Item 4 (a). **Amount beneficially owned**

As of the close of business on December 31, 2012, the Brookside Fund held 5,629,568 American Depositary Shares (ADSs), each representing 0.25 Ordinary Shares. Therefore, as of the close of business on December 31, 2012, the Brookside Fund beneficially owned 1,407,392 Ordinary Shares.

Item 4 (b). **Percent of Class**

As of the close of business on December 31, 2012, the Brookside Fund was the beneficial owner of 3.93% of the Ordinary Shares of the Company. The percentage of Ordinary Shares beneficially owned by the Brookside Fund is based upon 35,849,473 Ordinary Shares outstanding as of December 31, 2012, as reported in the Company's Annual Report on Form 20-F/A filed with the Securities and Exchange Commission on January 10, 2013.

Item 4 (c). **Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

1,407,392 Ordinary Shares based on direct ownership of 5,629,568 American Depositary Shares.

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct disposition of:

1,407,392 Ordinary Shares based on direct ownership of 5,629,568 American Depositary Shares.

(iv) shared power to dispose or to direct the disposition of:

0

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

If this statement is being filed to report the fact that as of this date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Ordinary Shares, 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. **Notice of Dissolution of Group**

Not Applicable.

Item 10. **Certification**

By signing below, the undersigned certifies that, to the best of its 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.

Dated: February 14, 2013

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.

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: /s/ William E. Pappendick IV
Name: William E. Pappendick IV
Title: Managing Director