

51JOB, INC.  
Form SC 13G/A  
January 12, 2009

OMB APPROVAL  
OMB Number: 3235-0145

Expires: February 28, 2009

Estimated average burden

Hours per response . . . . 14.5

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1) \***

51job, Inc.  
(Name of Issuer)

American Depositary Shares, each representing two common shares,

par value \$0.0001 per share  
(Title of Class of Securities)

316827104  
(Cusip Number)

December 31, 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)

Edgar Filing: 51JOB, INC. - Form SC 13G/A

\* 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 the 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 ("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).

(Continued on following pages)

Page 1 of 47 Pages

Exhibit Index Found on Page 45

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Noonday Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF **5**

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
SOLE DISPOSITIVE POWER

EACH **7**

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

1,536,665  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IA, PN**

Page 2 of 47 Pages

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Noonday G.P. (U.S.), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**00**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Noonday Capital, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF **5**

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
SOLE DISPOSITIVE POWER

EACH **7**

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**00**



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

David I. Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 5 of 47 Pages

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Saurabh K. Mittal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

India

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Thomas G. Roberts, Jr. [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

Noonday Asset Management Asia Pte. Ltd.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Singapore

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,536,665  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

00



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

**G. Raymond Zage III**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,536,665

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Noonday Capital Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

27,300 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

27,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

27,300

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**0.1%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**00**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

EACH 7

249,120  
SOLE DISPOSITIVE POWER

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

249,120  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

249,120  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**0.9%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

**Farallon Capital Institutional Partners, L.P.**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

California

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY **140,544**  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

**140,544**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

**140,544**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**10**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

**0.5%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

Page 12 of 47 Pages



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

22,700  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

22,700  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

22,700  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**0.1%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

Page 13 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

**Farallon Capital Institutional Partners III, L.P.**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Delaware

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY **9,900**  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

9,900

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

9,900

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

Page 14 of 47 Pages

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

New York

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

-0- SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

Page 15 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

**Farallon Capital Offshore Investors II, L.P.**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Cayman Islands

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

196,858  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

196,858

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

196,858

**10**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

**0.7%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

Farallon FCP, Ltd.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Delaware

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

57,883  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

57,883

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

57,883

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

0.2%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

Farallon FCIP, Ltd.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Delaware

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

37,848  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

37,848

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

37,848

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

0.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)**

**1**

Farallon FCOI II, Ltd.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Cayman Islands

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

54,968  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

54,968

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

54,968

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

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

**11**

0.2%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

739,544 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

739,544

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

739,544

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**2.6%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IA, OO**

Page 20 of 47 Pages



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

797,121 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

797,121

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

797,121

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**2.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**00**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF **5**

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
SOLE DISPOSITIVE POWER

EACH **7**

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

1,536,665  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 22 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

**Richard B. Fried**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

1,536,665

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Daniel J. Hirsch [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Douglas M. MacMahon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

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

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

William F. Mellin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 27 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

Stephen L. Millham

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

1,536,665  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**10**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

**Jason E. Moment**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,536,665  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**10**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Ashish H. Pant

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

India

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 30 of 47 Pages

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Derek C. Schrier [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

-0- SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

-0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

-0- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

**0.0%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Andrew J. M. Spokes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United Kingdom

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,536,665  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,536,665  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 33 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

Thomas F. Steyer

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

1,536,665  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**10**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

1

Richard H. Voon [See Item 2]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF **5**

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
SOLE DISPOSITIVE POWER

EACH **7**

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH **8**

1,536,665

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,536,665

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

[ ]

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

**11**

5.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**

Page 35 of 47 Pages

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

**1**

Mark C. Wehrly

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

**2**

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 1,536,665 ADR Shares, which is 5.4% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

1,536,665  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

1,536,665  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,536,665  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**10**

**CERTAIN SHARES (See Instructions)**

[ ]

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

**11**

**5.4%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IN**



## Edgar Filing: 51JOB, INC. - Form SC 13G/A

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on January 28, 2008, (together with all prior and current amendments thereto, this "Schedule 13G").

### Item 1. Issuer

(a) Name of Issuer:

51job, Inc. (the "Company")

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

Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People's Republic of China

### Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of American Depositary Shares, each representing two common shares, par value \$0.0001 per share (the "ADR Shares"), of the Company. The CUSIP number of the Shares is 316827104.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities

- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser to each of the Funds, the Farallon Trusts and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts;

- (ii)

## Edgar Filing: 51JOB, INC. - Form SC 13G/A

Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser to each of the Funds, the Farallon Trusts and the Managed Accounts (the “Second Noonday Sub-adviser”), with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts;

- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the “Noonday General Partner”), with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts; and

## Edgar Filing: 51JOB, INC. - Form SC 13G/A

- (iv) Noonday Asset Management Asia Pte. Ltd., a company incorporated under the laws of Singapore which is a sub-investment adviser to each of the Funds, the Farallon Trusts and the Managed Accounts (the “Third Noonday Sub-adviser”), with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser, the Noonday General Partner, and the Third Noonday Sub-Adviser are together referred to herein as the “Noonday Sub-adviser Entities.”

### The Noonday Managing Members or Directors

- (v) The following persons, each of whom is a managing member of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts: David I. Cohen (“Cohen”), Saurabh K. Mittal (“Mittal”), Thomas G. Roberts (“Roberts”) and Andrew J. M. Spokes (“Spokes”); and
- (vi) G. Raymond Zage III (“Zage”), the managing director and chief executive officer of the Third Noonday Sub-adviser, with respect to all of the ADR Shares held by the Funds, the Farallon Trusts and the Managed Accounts.

Cohen, Mittal, Roberts, Spokes (in his capacity as managing member of both the First Noonday Sub-adviser and the Noonday General Partner) and Zage are referred to herein as the “Noonday Individual Reporting Persons.”

### The Noonday Fund

- (vii) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the “Noonday Fund”), with respect to the ADR Shares held by it.

### The Farallon Funds

- (viii) Farallon Capital Partners, L.P., a California limited partnership (“FCP”), with respect to the ADR Shares held by it;
- (ix) Farallon Capital Institutional Partners, L.P., a California limited partnership (“FCIP”), with respect to the ADR Shares held by it;
- (x) Farallon Capital Institutional Partners II, L.P., a California limited partnership (“FCIP II”), with respect to the ADR Shares held by it;
- (xi) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership (“FCIP III”), with respect to the ADR Shares held by it;

- (xii) Tincum Partners, L.P., a New York limited partnership (“Tincum”), with respect to the ADR Shares held by it; and

## Edgar Filing: 51JOB, INC. - Form SC 13G/A

- (xiii) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership (“FCOI II”), with respect to the ADR Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the “Farallon Funds.” The Noonday Fund and the Farallon Funds are together referred to herein as the “Funds.”

### The Farallon Trusts

- (xiv) Farallon FCP, Ltd., a Delaware statutory trust (the “FCP Trust”), with respect to the ADR Shares held by it;
- (xv) Farallon FCIP, Ltd., a Delaware statutory trust (the “FCIP Trust”), with respect to the ADR Shares held by it; and
- (xvi) Farallon FCOI II, Ltd., a Cayman Islands trust (the “FCOI II Trust”), with respect to the ADR Shares held by it.

The FCP Trust, the FCIP Trust and the FCOI II Trust are together referred to herein as the “Farallon Trusts.”

### The Management Company

- (xvii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the “Management Company”), with respect to the ADR Shares held by certain accounts (the “Managed Accounts”), two of which have a parent-wholly owned subsidiary relationship (the “Parent Managed Account” and the “Subsidiary Managed Account,” respectively), each as managed by the Management Company.

### The Farallon General Partner

- (xviii) Farallon Partners, L.L.C., a Delaware limited liability company (the “Farallon General Partner”), which is the general partner of each of the Farallon Funds, the managing member of the Noonday Fund and a trustee of each of the Farallon Trusts, with respect to the ADR Shares held by each of the Funds and the Farallon Trusts, as applicable.

### The Farallon Managing Members

- (xix) The following persons, each of whom is, or with respect to Schrier (as defined below) was, a managing member of both the Farallon General Partner and the Management Company, with respect to the ADR Shares held by the Funds, the Managed Accounts and the Farallon Trusts: William F. Duhamel (“Duhamel”), Richard B. Fried (“Fried”), Daniel J. Hirsch (“Hirsch”), Monica R. Landry (“Landry”), Douglas M. MacMahon (“MacMahon”), William F. Mellin (“Mellin”), Stephen L. Millham (“Millham”), Jason E. Moment (“Moment”), Ashish H. Pant (“Pant”), Rajiv A. Patel (“Patel”), Derek C. Schrier (“Schrier”), Andrew J. M.



## Edgar Filing: 51JOB, INC. - Form SC 13G/A

Spokes (“Spokes”), Thomas F. Steyer (“Steyer”), Richard H. Voon (“Voon”) and Mark C. Wehrly (“Wehrly”).

Duhamel, Fried, Hirsch, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes (in his capacity as managing member of the Farallon General Partner and the Management Company), Steyer, Voon and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.” The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the “Individual Reporting Persons.” Unless the context otherwise requires, any reference to “the Farallon Individual Reporting Persons,” the “Individual Reporting Persons” or the “Reporting Persons” shall not include Schrier.

This Schedule 13G reports that:

- (i) effective as of May 27, 2008, Schrier had resigned as a managing member of the Farallon General Partner and the Management Company and no longer had investment discretion with respect to the ADR Shares deemed beneficially owned by such entities. As such, Schrier may no longer be deemed a beneficial owner of the Shares deemed beneficially owned by such entities; and
- (ii) effective as of January 1, 2009, each of Hirsch and Voon became a managing member of both the Farallon General Partner and the Management Company and, as such, may be deemed the beneficial owner of the ADR Shares deemed beneficially owned by such entities as of such date.

The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Farallon Trusts, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal, Pant and Spokes is a citizen of the United States. Mittal and Pant are citizens of India. Spokes is a citizen of the United Kingdom. The address of the principal business office of the First Noonday Sub-adviser, the Second Noonday Sub-adviser, the Noonday General Partner and the Noonday Individual Reporting Persons (other than Zage) is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the Third Noonday Sub-adviser and Zage is c/o Noonday Asset Management Asia Pte. Ltd., 250 North Bridge Road, 31-01 Raffles City Tower, Singapore, 179101. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c).

Check Whether the Person Filing Is An Entity Specified In (a) - (k):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. X

Item 4. Ownership





## Edgar Filing: 51JOB, INC. - Form SC 13G/A

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The ADR Shares reported hereby for the Funds and the Farallon Trusts are owned directly by the Funds and the Farallon Trusts, as applicable, and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Third Noonday Sub-adviser, as sub-investment advisers to the Funds, the Farallon Trusts and Managed Accounts, may each be deemed to be the beneficial owner of all such ADR Shares owned by the Funds, the Farallon Trusts and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such ADR Shares owned by the Funds, the Farallon Trusts and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members or managing director/chief executive officer with the power to exercise investment discretion with respect to the First Noonday Sub-adviser, the Noonday General Partner or the Third Noonday Sub-adviser, as applicable, may each be deemed to be the beneficial owner of all such ADR Shares owned by the Funds, the Farallon Trusts and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such ADR Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds, managing member of the Noonday Fund and a trustee to the Farallon Trusts, may be deemed to be the beneficial owner of all such ADR Shares owned by such entities. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such ADR Shares owned by the Funds, the Farallon Trusts and the Managed Accounts. **Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such ADR Shares.**

### Item 5. Ownership Of Five Percent Or Less Of A Class

As of the date hereof, Tinicum ceased to be the beneficial owner of any ADR Shares.

As of May 27, 2008, Schrier may no longer be deemed the beneficial owner of any ADR Shares.

### 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



## Edgar Filing: 51JOB, INC. - Form SC 13G/A

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

### Item 9. Notice Of Dissolution Of Group

Not Applicable.

### Item 10. Certification

By signing below I certify that, to the best of my 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.

Page 42 of 47 Pages

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 12, 2009

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY ASSET MANAGEMENT ASIA PTE. LTD.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

Edgar Filing: 51JOB, INC. - Form SC 13G/A

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,

as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

and as a Trustee of

FARALLON FCP, LTD.,

FARALLON FCIP, LTD. and

FARALLON FCOI II, LTD.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

Edgar Filing: 51JOB, INC. - Form SC 13G/A

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of

David I. Cohen, William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer, Richard H. Voon, Mark C. Wehrly and G. Raymond Zage III.

The Power of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Roberts authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 3 to the Schedule 13D filed with the Securities and Exchange Commission on January 8, 2009 by such Reporting Person with respect to the Common Stock of Reddy Ice Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by each of Noonday Asset Management Asia Pte. Ltd. and Zage authorizing Landry to sign and file this Schedule 13G on its or his behalf, which was filed with the Schedule 13G filed with the Securities and Exchange Commission on January 28, 2008 by such Reporting Persons with respect to the American Depository Shares of the Company, Inc., is hereby incorporated for by reference. The Power of Attorney executed by each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference. The Power of Attorney executed by each of Hirsch and Voon authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on January 6, 2009 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings, Inc., is hereby incorporated by reference.

Page 44 of 47 Pages

EXHIBIT INDEX

EXHIBIT 3

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

Page 45 of 47 Pages

EXHIBIT 3

to

SCHEDULE 13G

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 12, 2009

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY ASSET MANAGEMENT ASIA PTE. LTD.

By Monica R. Landry, Attorney-in-fact



/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.,

as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

and as a Trustee of

FARALLON FCP, LTD.,

FARALLON FCIP, LTD. and

FARALLON FCOI II, LTD.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of

David I. Cohen, William F. Duhamel, Richard B. Fried, Daniel J. Hirsch, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer, Richard H. Voon, Mark C. Wehrly and G. Raymond Zage III