

NetEase, Inc.
Form SC 13G/A
February 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 7)*

NetEase, Inc. (Name of Issuer)

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

64110W102 ()** (CUSIP Number)

December 31, 2014 (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)

* 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 Instructions).

CUSIP No.: 64110W102 (**)

1 NAME OF REPORTING PERSON Orbis
Investment Management Limited ("OIML")Orbis
Asset Management Limited ("OAML")Orbis
Investment Management (B.V.I.) Limited ("OIML
BVI") I.R.S. IDENTIFICATION NO. OF ABOVE
PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (a) ☒ (b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
OAML and OIML are companies organized under
the laws of Bermuda. OIML BVI is a company
organized under the laws of the British Virgin
Islands.

5 SOLE VOTING POWER 373,223,375

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 0 7 SOLE DISPOSITIVE POWER 373,223,375 8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON OIML - 306,721,550 OAML - 1,041,075 OIML BVI - 65,460,750

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.42%

12 TYPE OF REPORTING PERSON FI (OIML, OIML BVI), OO (OAML)

CUSIP No.: 64110W102 (**)

ITEM 1(a). NAME OF ISSUER:

NetEase, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

NetEase Building, No.
599 Wangshang
Road Binjiang District,
Hangzhou,
310052 People's Republic
of China

ITEM 2(a). NAME OF PERSON FILING:

Orbis Investment
Management Limited
Orbis Asset Management
Limited Orbis
Investment Management
(B.V.I.) Limited

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,

RESIDENCE:

Orbis House, 25 Front
Street, Hamilton HM 11,
Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and OIML are
companies organized
under the laws of
Bermuda. OIML BVI is
a company organized
under the laws of the
British Virgin Islands.

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Ordinary shares, par
value \$0.0001 per share

ITEM 2(e). CUSIP
NUMBER:

64110W102 (**)

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or
13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (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 240.13d-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 associations 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) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML and OIML BVI
- (k) ☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: equivalent to IA (only for OIML and OIML BVI)

ITEM 4.

OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

OAML - 1,041,075 OIML BVI -
65,460,750 OIML - 306,721,550

(b) Percent of class:

11.42%

(c) Number of shares as to which the person has:

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

373,223,375

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

0

(iii) Sole power to dispose or to
direct the disposition of:

373,223,375

(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 the
date hereof the reporting person
has ceased to be the beneficial
owner of more than five
percent of the class of
securities, check the following
[].

ITEM 6. OWNERSHIP OF
MORE THAN FIVE
PERCENT ON
BEHALF OF
ANOTHER
PERSON:

Other persons have the right to
receive and the power to direct
the receipt of dividends from,
or the proceeds from the sale of
306,721,550 ordinary shares of
NetEase, Inc., beneficially
owned by OIML. Another

person has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 65,460,750 ordinary shares of NetEase, Inc., beneficially owned by OIML BVI. Other persons have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of 1,041,075 ordinary shares of NetEase, Inc., beneficially owned by OAML.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

OIML, OIML BVI and OAML are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML, OIML BVI and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIML is the beneficial owner of 306,721,550 ordinary

shares or 9.39% of the 3,267,000,000 ordinary shares of NetEase, Inc. believed to be outstanding.OIML BVI is the beneficial owner of 65,460,750 ordinary shares or 2% of the 3,267,000,000 ordinary shares of NetEase, Inc. believed to be outstanding.OAML is the beneficial owner of 1,041,075 ordinary shares or 0.03% of the 3,267,000,000 ordinary shares of NetEase, Inc. believed to be outstanding.

ITEM 9. NOTICE OF
DISSOLUTION OF
GROUP:

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under 240.14a-11.By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory schemes applicable to Orbis Investment Management Limited and Orbis Investment Management (B.V.I.) Limited are substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution(s). I also undertake to furnish to the Commission

staff, upon request, information
that would otherwise be
disclosed in a Schedule 13D.

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.

February 17, 2015

Date

Orbis Investment Management Limited Orbis Investment Management (B.V.I.) LimitedOrbis Asset Management Limited

/s/ James Dorr

Signature

James Dorr, General Counsel

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 64110W102 (**)

Exhibit ACUSIP No. 64110W102 (**)- The CUSIP number applies to the Issuer's American Depositary Shares, each representing 25 ordinary shares. References to the ordinary shares herein refer to the Issuers American Depositary Shares.