

Tuniu Corp
Form SC 13G/A
February 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Tuniu Corporation
(Name of Issuer)

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

89977P106⁽¹⁾
(CUSIP Number)

December 31, 2016
(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 the Notes).

(1) This CUSIP number applies to the American depositary shares of Tuniu Corporation, each representing three Class A ordinary shares.

1 Name of Reporting Person
 Gobi Fund II, L.P.

2 Check the Appropriate Box if a Member of
 a Group
 (a)
 (b)

3 SEC Use Only
 4 Citizenship or Place of Organization
 Cayman Islands

Number of 5 Sole Voting Power
 Shares 0

Beneficially 6 Shared Voting Power
 Owned by 17,536,494 Class A ordinary shares⁽¹⁾

Each 7 Sole Dispositive Power
 Reporting 0

Person With: 8 Shared Dispositive Power
 17,536,494 Class A ordinary shares⁽¹⁾

9 Aggregate Amount Beneficially Owned by
 Each Reporting Person

10 17,536,494 Class A ordinary shares⁽¹⁾
 Check if the Aggregate Amount in Row (9)
 Excludes Certain Shares

11 Percent of Class Represented by Amount in
 Row (9)
 4.6%⁽²⁾

12 Type of Reporting Person
 PN

(1) Represented by 5,845,498 American depositary shares of the Issuer.

Calculation is based on the total number of ordinary shares in Row 9 above divided by the total number of ordinary shares outstanding as of December 31, 2016, which was 379,470,757, consisting of 362,097,257 Class A ordinary shares (excluding the 1,760,787 Class A ordinary shares issued to the depositary bank of the Issuer and reserved (2) for future exercise of options or vesting of other awards granted under the Issuer's share incentive plans) and 17,373,500 Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance.

1 Name of Reporting Person
 Gobi Ventures, Inc.

2 Check the Appropriate Box if a Member of
 a Group
 (a)
 (b)

3 SEC Use Only
 4 Citizenship or Place of Organization
 British Virgin Islands

Number of 5 Sole Voting Power
 Shares 0

Beneficially 6 Shared Voting Power
 Owned by 17,536,494 Class A ordinary shares⁽¹⁾

Each 7 Sole Dispositive Power
 Reporting 0

Person With: 8 Shared Dispositive Power
 17,536,494 Class A ordinary shares⁽¹⁾

9 Aggregate Amount Beneficially Owned by
 Each Reporting Person

10 17,536,494 Class A ordinary shares⁽¹⁾
 Check if the Aggregate Amount in Row (9)
 Excludes Certain Shares

11 Percent of Class Represented by Amount in
 Row (9)
 4.6%⁽²⁾

12 Type of Reporting Person
 CO

(1) Represented by 5,845,498 American depositary shares of the Issuer.

Calculation is based on the total number of ordinary shares in Row 9 above divided by the total number of ordinary shares outstanding as of December 31, 2016, which was 379,470,757, consisting of 362,097,257 Class A ordinary shares (excluding the 1,760,787 Class A ordinary shares issued to the depositary bank of the Issuer and reserved (2) for future exercise of options or vesting of other awards granted under the Issuer's share incentive plans) and 17,373,500 Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance.

1 Name of Reporting Person
Wai Kit Lau

2 Check the Appropriate Box if a Member of
a Group
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
United Kingdom

Number of 5 Sole Voting Power
Shares 0

Beneficially 6 Shared Voting Power
Owned by 17,536,494 Class A ordinary shares⁽¹⁾

Each 7 Sole Dispositive Power
Reporting 0

Person With: 8 Shared Dispositive Power
17,536,494 Class A ordinary shares⁽¹⁾

9 Aggregate Amount Beneficially Owned by
Each Reporting Person

10 17,536,494 Class A ordinary shares⁽¹⁾
Check if the Aggregate Amount in Row (9)
Excludes Certain Shares

11 Percent of Class Represented by Amount in
Row (9)
4.6%⁽²⁾

12 Type of Reporting Person
HC IN

(1) Represented by 5,845,498 American depositary shares of the Issuer.

Calculation is based on the total number of ordinary shares in Row 9 above divided by the total number of ordinary shares outstanding as of December 31, 2016, which was 379,470,757, consisting of 362,097,257 Class A ordinary shares (excluding the 1,760,787 Class A ordinary shares issued to the depositary bank of the Issuer and reserved (2) for future exercise of options or vesting of other awards granted under the Issuer's share incentive plans) and 17,373,500 Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance.

1 Name of Reporting Person
Chuan Chung Wang

2 Check the Appropriate Box if a Member of
a Group
(a)
(b)

3 SEC Use Only

4 Citizenship or Place of Organization
Taiwan (Republic of China)

Number of 5 Sole Voting Power
Shares 0

Beneficially 6 Shared Voting Power
Owned by 17,536,494 Class A ordinary shares⁽¹⁾

Each 7 Sole Dispositive Power
Reporting 0

Person With: 8 Shared Dispositive Power
17,536,494 Class A ordinary shares⁽¹⁾

9 Aggregate Amount Beneficially Owned by
Each Reporting Person

10 17,536,494 Class A ordinary shares⁽¹⁾
Check if the Aggregate Amount in Row (9)
Excludes Certain Shares

11 Percent of Class Represented by Amount in
Row (9)
4.6%⁽²⁾

12 Type of Reporting Person
HC IN

(1) Represented by 5,845,498 American depositary shares of the Issuer.

Calculation is based on the total number of ordinary shares in Row 9 above divided by the total number of ordinary shares outstanding as of December 31, 2016, which was 379,470,757, consisting of 362,097,257 Class A ordinary shares (excluding the 1,760,787 Class A ordinary shares issued to the depositary bank of the Issuer and reserved (2) for future exercise of options or vesting of other awards granted under the Issuer's share incentive plans) and 17,373,500 Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance.

Name of Issuer:

Item

1(a).

Tuniu Corporation

Address of Issuer's Principal Executive Offices:

Item

1(b).

Tuniu Building No. 699-32

Xuanwudadao, Xuanwu District

Nanjing, Jiangsu Province 210042

People's Republic of China

Name of Person Filing:

This amendment No. 2 to Schedule 13G is being filed jointly by Gobi Fund II, L.P., a limited partnership organized under the laws of Cayman Islands ("**Gobi II**"), Gobi Ventures, Inc., a company organized under the laws of British Virgin Islands ("**Gobi Ventures**"), Wai Kit Lau and Chuan Chung Wang (each, a "**Reporting Person**" and, collectively, the "**Reporting Persons**").

Item

2(a).

Gobi II holds 17,536,494 Class A ordinary shares of Tuniu Corporation ("**Issuer**"), represented by 5,845,498 American depositary shares of the Issuer. Gobi Ventures is the general partner of Gobi II as well as one of its limited partners. Wai Kit Lau and Chuan Chung Wang each beneficially owns 50% and 50% of Gobi Ventures, respectively. Because of their relationship to Gobi II, each of Gobi Ventures, Wai Kit Lau and Chuan Chung Wang, may be deemed to beneficially own the Class A ordinary shares of the Issuer that are held by Gobi II pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder. Each of Gobi Ventures, Wai Kit Lau and Chuan Chung Wang hereby disclaims any beneficial ownership of the ordinary shares of the Issuer held by Gobi II, except to the extent of their respective pecuniary interest therein.

Item Address of Principal Business Office, or, if none, Residence:

2(b).

Gobi Fund II, L.P.

Harbour Place, 2nd Floor

103 South Church Street

P.O. Box 472, George Town

Grand Cayman KY1-1106

Cayman Islands

Gobi Ventures, Inc.

9/F, 33 Des Voeux Road, Central

Hong Kong

Wai Kit Lau

9/F, 33 Des Voeux Road, Central

Hong Kong

Chuan Chung Wang

No. 1, Section 311, National Road

Longtan Township, Taoyuan County

Taiwan

Citizenship:

**Item
2(c).**

See item 4 of each of the cover pages

Title of Class of Securities:

Ordinary shares, including Class A ordinary shares and Class B ordinary shares of par value of \$0.0001 per share.

**Item
2(d).**

The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights and voting rights. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance. Each Class A ordinary share is entitled to one vote, whereas each Class B ordinary share is entitled to ten votes.

CUSIP No.:

**Item 89977P106
2(e).**

This CUSIP number applies to the American depositary shares of the Issuer, each representing three Class A ordinary shares of the Issuer, par value \$0.0001 per share.

If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:

**Item
3.**

Not applicable

**Item
4. Ownership**

The following information with respect to the ordinary shares of par value of \$0.0001 per share of the Issuer, including ordinary shares represented by American depositary shares, held by the reporting persons is provided as of December 31, 2016:

Reporting Person	Amount beneficially owned:	Percent of class*:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Gobi II	17,536,494 Class A ordinary shares	4.6 %	0	17,536,494 Class A ordinary shares	0	17,536,494 Class A ordinary shares
Gobi Ventures	17,536,494 Class A ordinary shares	4.6 %	0	17,536,494 Class A ordinary shares	0	17,536,494 Class A ordinary shares
Wai Kit Lau	17,536,494 Class A ordinary shares	4.6 %	0	17,536,494 Class A ordinary shares	0	17,536,494 Class A ordinary shares
Chuan Chung Wang	17,536,494 Class A ordinary shares	4.6 %	0	17,536,494 Class A ordinary shares	0	17,536,494 Class A ordinary shares

* Calculation of percentage is based on the total number of ordinary shares beneficially owned by each Reporting Person above divided by the total number of ordinary shares outstanding as of December 31, 2016, which was 379,470,757, consisting of 362,097,257 Class A ordinary shares (excluding the 1,760,787 Class A ordinary shares issued to the depositary bank of the Issuer and reserved for future exercise of options or vesting of other awards granted under the Issuer's share incentive plans) and 17,373,500 Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof, while Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance.

Gobi II, a limited partnership organized under the laws of Cayman Islands, is the record owner of 5,845,498 American depositary shares representing 17,536,494 Class A ordinary shares of the Issuer. The general partner of Gobi II is Gobi Ventures, which is also a limited partner of Gobi II. Each of Wai Kit Lau and Chuan Chung Wang beneficially owns 50% and 50% of Gobi Ventures, respectively. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, because of their relationship to Gobi II, each of Gobi Ventures, Wai Kit Lau and Chuan Chung Wang may be deemed to beneficially own the Class A ordinary shares of the Issuer that are held by Gobi II. Each of Gobi Ventures, Wai Kit Lau and Chuan Chung Wang hereby disclaims any beneficial ownership of the ordinary shares of the Issuer directly held by Gobi II, except to the extent of their respective pecuniary interest therein.

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

Not applicable

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 or Control Person

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. Certifications

Not applicable

EXHIBIT INDEX

Exhibit No.	Description
99.A	Joint Filing Agreement, dated February 13, 2017, between Gobi Fund II, L.P., Gobi Ventures, Inc., Wai Kit Lau and Chuan Chung Wang.

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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.

Dated: February 13, 2017 **Gobi Fund II, L.P.**

/s/ Wai Kit Lau
Name: Wai Kit Lau
Title: Director of its General Partner

Gobi Ventures, Inc.

/s/ Wai Kit Lau
Name: Wai Kit Lau
Title: Director

/s/ Wai Kit Lau
Wai Kit Lau

/s/ Chuan Chung Wang
Chuan Chung Wang