

CTRIP COM INTERNATIONAL LTD

Form F-6

August 01, 2006

As filed with the Securities and Exchange Commission on August 1, 2006

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 (Company Name)</b> | <b>25,000,000 American Depositary Shares</b> | <b>\$5.00</b>   | <b>\$1,250,000</b>  | <b>\$133.75</b>                   |

1

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

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.**

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Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus contained herein also relates to the Depositary Shares of the registrant covered by a previous Registration Statement on Form F-6 of the registrant (Regis. No. 333-11049).

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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, Articles number 12, 13, 15, 17 and splits or plans of reorganization 18
  - (vii) Amendment, extension or termination of the deposit Articles number 20 and 21 agreement
  - (viii) Rights of holders of Receipts to inspect the transfer books Article number 11 of the depositary and the list of holders of Receipts
  - (ix) Restrictions upon the right to deposit or withdraw the Articles number 2, 3, 4, 5, 6, 8 and underlying securities 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

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 \_\_\_\_\_, 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. Not Applicable.

Item - 4.

Undertakings

(a)

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 1, 2006.

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: Vice President

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Ctrip.com International, Ltd. 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 on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Shanghai, People's Republic of China, on August 1, 2006.

**CTRIP.COM INTERNATIONAL, LTD.**

By: /s/ Min Fan

Name:

Min Fan

Title:

Chief Executive Officer

### POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints each of Min Fan and Jane Jie Sun to act as his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange

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Commission, granting unto said attorneys-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, 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, as amended, this Registration Statement on Form F-6 and Power of Attorney have been signed by the following persons in the following capacities on August 1, 2006.

Signature

Title

/s/ James Jianzhang Liang

Name:

James Jianzhang Liang

Chairman of the Board

/s/ Min Fan

Name:

Min Fan

Chief Executive Officer  
(principal executive officer)

/s/ Jane Jie Sun

Name:

Jane Jie Sun

Chief Financial Officer  
(principal financial and accounting officer)

/s/ Neil Nanpeng Shen

Name:

Neil Nanpeng Shen

Director

/s/ Qi Ji

Name:

Qi Ji

Director

Director

/s/ Gabriel Li

Name:

Gabriel Li

/s/ JP Gan

Director

Name:

JP Gan

/s/ Suyang Zhang

Director

Name:

Suyang Zhang

/s/ Robert Stein

Director

Name:

Robert Stein

/s/ Yoshihisa Yamada

Director

Name:

Yoshihisa Yamada

**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 1, 2006.

Authorized U.S. Representative



By: /s/ Donald J. Puglisi

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 _____, 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.   |