

Perfect World Co., Ltd.
Form SC 13G/A
August 18, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 4)*

Perfect World Co., Ltd.

(Name of Issuer)

Class B Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

G7006J100

(CUSIP Number)

August 18, 2009

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(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 disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP NO. . G7006J100

13 G

1 NAME OF REPORTING PERSON

SB Asia Investment 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

5 SOLE VOTING POWER

NUMBER OF 2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole voting
 SHARES power with respect to 46,191 Class B ordinary shares.
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

See item 5

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole
 dispositive power with respect to 46,191 Class B ordinary shares.

WITH

8 SHARED DISPOSITIVE POWER

See item 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾

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

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%⁽²⁾

12 TYPE OF REPORTING PERSON*

PN

- (1) Includes (i) 46,191 Class B Ordinary Shares held by Daniel Dong Yang and (ii) 2,818,847 Class B Ordinary Shares.
- (2) Based on a total of 245,908,730 ordinary shares outstanding as reported in the Issuer's Form 6-K furnished on August 10, 2009 for the quarter ended June 30, 2009.

CUSIP NO. . G7006J100

13 G

1 NAME OF REPORTING PERSON

SAIF II GP 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

5 SOLE VOTING POWER

NUMBER OF 2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole voting
 SHARES power with respect to 46,191 Class B ordinary shares.
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

See item 5

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole
 dispositive power with respect to 46,191 Class B ordinary shares.

WITH

8 SHARED DISPOSITIVE POWER

See item 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%⁽²⁾

12 TYPE OF REPORTING PERSON*

PN

- (1) Includes (i) 46,191 Class B Ordinary Shares held by Daniel Dong Yang and (ii) 2,818,847 Class B Ordinary Shares.
- (2) Based on a total of 245,908,730 ordinary shares outstanding as reported in the Issuer's Form 6-K furnished on August 10, 2009 for the quarter ended June 30, 2009.

CUSIP NO. . G7006J100

13 G

1 NAME OF REPORTING PERSON

SAIF Partners 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

5 SOLE VOTING POWER

NUMBER OF 2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole voting
SHARES power with respect to 46,191 Class B ordinary shares.
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

See item 5

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole
dispositive power with respect to 46,191 Class B ordinary shares.

WITH

8 SHARED DISPOSITIVE POWER

See item 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2% ⁽²⁾

12 TYPE OF REPORTING PERSON*

PN

- (1) Includes (i) 46,191 Class B Ordinary Shares held by Daniel Dong Yang and (ii) 2,818,847 Class B Ordinary Shares.
- (2) Based on a total of 245,908,730 ordinary shares outstanding as reported in the Issuer's Form 6-K furnished on August 10, 2009 for the quarter ended June 30, 2009.

CUSIP NO. . G7006J100

13 G

1 NAME OF REPORTING PERSON

SAIF II GP Capital Ltd.

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

5 SOLE VOTING POWER

NUMBER OF 2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole voting
 SHARES power with respect to 46,191 Class B ordinary shares.
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

See item 5

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾ Daniel Dong Yang may also be deemed to have sole
 dispositive power with respect to 46,191 Class B ordinary shares.

WITH

8 SHARED DISPOSITIVE POWER

See item 7

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,865,038 Class B ordinary shares. ⁽¹⁾

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2%⁽²⁾

12 TYPE OF REPORTING PERSON*

PN

- (1) Includes (i) 46,191 Class B Ordinary Shares held by Daniel Dong Yang and (ii) 2,818,847 Class B Ordinary Shares.
- (2) Based on a total of 245,908,730 ordinary shares outstanding as reported in the Issuer's Form 6-K furnished on August 10, 2009 for the quarter ended June 30, 2009.

CUSIP NO. . G7006J100

13 G

1 NAME OF REPORTING PERSON

Daniel Dong Yang

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

5 SOLE VOTING POWER

NUMBER OF

SHARES 46,191 Class B ordinary shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 46,191 Class B ordinary shares

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,191 Class B ordinary shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%⁽²⁾

12 TYPE OF REPORTING PERSON*

IN

(2) Based on a total of 245,908,730 ordinary shares outstanding as reported in the Issuer's Form 6-K furnished on August 10, 2009 for the quarter ended June 30, 2009

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PRELIMINARY NOTE This Amendment No. 4 to Schedule 13G modifies and supplements the Schedule 13G initially filed on February 13, 2008 (the Statement), and its subsequent Amendments, to reflect the sale of a total of 19,484,965 Class B Ordinary Shares of the Issuer by the Reporting Persons in open market transactions. Except to the extent supplemented by the information contained in this Amendment No. 4, the Statement, as amended as provided herein, remains in full force and effect.

ITEM 1 (a). NAME OF ISSUER:

Perfect World Co., Ltd. (the Issuer)

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

8th floor, Huakong Building, No. 1 Shangdi East Road,

Haidian District, Beijing 100085, People s Republic of China

ITEM 2 (a). NAME OF PERSON FILING:

SB Asia Investment Fund II L.P.

SAIF II GP L.P.

SAIF Partners II L.P.

SAIF II GP Capital Ltd.

Daniel Dong Yang

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

SB Asia Investment Fund II L.P.

M&C Corporation Services Limited, PO Box 309GT Uglan House, South Church Street, George Town

c/o SAIF Advisors Limited, Suites 2115-2118, Two Pacific Place 88 Queensway, Hong Kong.

SAIF II GP L.P.

M&C Corporation Services Limited, PO Box 309GT Uglan House, South Church Street, George Town

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c/o SAIF Advisors Limited, Suites 2115-2118, Two Pacific Place 88 Queensway, Hong Kong.

SAIF Partners II L.P.

M&C Corporation Services Limited, PO Box 309GT Uglan House, South Church Street, George Town

c/o SAIF Advisors Limited, Suites 2115-2118, Two Pacific Place 88 Queensway, Hong Kong.

SAIF II GP Capital Ltd.

M&C Corporation Services Limited, PO Box 309GT Uglan House, South Church Street, George Town

c/o SAIF Advisors Limited, Suites 2115-2118, Two Pacific Place 88 Queensway, Hong Kong.

Daniel Dong Yang

c/o SAIF Advisors Limited, Suites 2115-2118, Two Pacific Place 88 Queensway, Hong Kong.

ITEM 2 (c).

CITIZENSHIP:

SB Asia Investment Fund II L.P. Cayman Islands

SAIF II GP L.P. Cayman Islands

SAIF Partners II L.P. Cayman Islands

SAIF II GP Capital Ltd. Cayman Islands

Daniel Dong Yang Hong Kong

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

Ordinary Shares

ITEM 2 (e). CUSIP NUMBER:

G7006J100

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

Item 5-11 of the cover pages are incorporated by reference.

SB Asia Investment Fund II L.P., a Cayman Islands limited partnership, is the beneficial owner of 2,818,847 Class B Ordinary Shares. SAIF II GP Capital Ltd. is the sole general partner of SAIF Partners II L.P., which is the sole general partner of SAIF II GP L.P., which is in turn the sole general partner of SB Asia Investment Fund II L.P.. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules promulgated thereunder, SAIF II GP L.P., SAIF Partners II L.P. and SAIF II GP Capital Ltd. may be deemed to beneficially own all of the shares held by SB Asia Investment Fund II L.P. in the Issuer. Andrew Y. Yan is the sole shareholder of SAIF II GP Capital Ltd. Pursuant to Section 13(d) of the Exchange Act, Mr. Yan may be deemed to beneficially own all of the shares held by SB Asia Investment Fund II L.P. in the Issuer. Mr. Yan disclaims such beneficial ownership.

Daniel Dong Yang is the beneficial owner of 46,191 Class B Ordinary Shares. Daniel Dong Yang holds these Class B Ordinary Shares on behalf of the management of SB Asia Investment Fund II L.P. Pursuant to Section 13(d) of the Exchange Act, and the rules promulgated thereunder, SB Asia Investment Fund II L.P., SAIF II GP L.P., SAIF Partners II L.P. and SAIF II GP Capital Ltd. may be deemed to beneficially own all of the shares held by Daniel Dong Yang in the Issuer. Mr. Yang disclaims beneficial ownership with respect to the above shares except to the extent of his pecuniary interest therein.

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: x

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

Not applicable

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

Not applicable

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

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable

ITEM 10. CERTIFICATION:

Not applicable

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: August 18, 2009

SB Asia Investment Fund II L.P.

SAIF II GP L.P.

SAIF Partners II L.P.

SAIF II GP Capital Ltd.

By: /s/ Andrew Y. Yan
Name: Andrew Y. Yan
Title: Authorized Signatory

Daniel Dong Yang

By: /s/ Daniel Dong Yang
Name: Daniel Dong Yang

LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement