

eLong, Inc.
Form SC 13G/A
February 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1) *

eLong, Inc.
(Name of Issuer)

American Depositary Shares, each representing two ordinary shares,
par value \$0.01 per ordinary share
(Title of Class of Securities)

290138205
(Cusip Number)

December 31, 2009
(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).

13G

CUSIP No. 290138205

NAMES OF REPORTING PERSONS

1

CRCM Institutional Master Fund (BVI), Limited

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

2

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

ADSS BENEFICIALLY
OWNED BY

6

558,392

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

558,392

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

558,392

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN ADSS (See Instructions)

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G

CUSIP No. 290138205

NAMES OF REPORTING PERSONS

1

CRCM LP

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

2

(a) ☐(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

ADSS BENEFICIALLY
OWNED BY

6

558,392

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

558,392

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

558,392

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN ADSS (See Instructions)

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IA, PN

13G

CUSIP No. 290138205

NAMES OF REPORTING PERSONS

1

CRCM LLC

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

2

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

ADSS BENEFICIALLY
OWNED BY

6

558,392

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

558,392

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

558,392

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN ADSS (See Instructions)

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G

CUSIP No. 290138205

NAMES OF REPORTING PERSONS

1

ChinaRock Capital Management Limited

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

2

(a) ☐

(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong, China

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

ADSS BENEFICIALLY
OWNED BY

6

558,392

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

558,392

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

558,392

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN ADSS (See Instructions)

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

13G

CUSIP No. 290138205

NAMES OF REPORTING PERSONS

1

Chun R. Ding

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

2

(a) ☐(b) ☒

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARED VOTING POWER

ADSS BENEFICIALLY
OWNED BY

6

558,392

SOLE DISPOSITIVE POWER

EACH

7

-0-

REPORTING PERSON WITH

SHARED DISPOSITIVE POWER

8

558,392

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

558,392

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN ADSS (See Instructions)

10

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on December 11, 2009 (together with all prior and current amendments thereto, this “Schedule 13G”).

Item 1. Issuer

(a) Name of Issuer:

eLong, Inc. (the “Company”)

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

Xingke Plaza Building, Tower B, Third Floor, 10 Middle Jiuxianqiao Road,
Chaoyang District, Beijing 100016, People’s Republic of China

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to American Depositary Shares, each representing two ordinary shares, par value \$0.01 per ordinary share (the “ADSs”), of the Company. The CUSIP number of the ADSs is 290138205.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 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.”

- (i) CRCM Institutional Master Fund (BVI), Limited, a British Virgin Islands limited company (the “Fund”), with respect to the ADSs held by it;
- (ii) CRCM LP, a Delaware limited partnership and the investment manager of the Fund (the “Investment Manager”), with respect to the ADSs held by the Fund;
- (iii) CRCM LLC, a Delaware limited liability company and the general partner of the Investment Manager (the “General Partner”), with respect to the ADSs held by the Fund;
- (iv) ChinaRock Capital Management Limited, a Hong Kong company limited by shares and the sub-investment adviser to the Investment Manager (the “Sub-Investment Adviser”), with respect to the ADSs held by the Fund; and
- (v) Chun R. Ding, a United States citizen and the managing partner of the Investment Manager, the manager of the General Partner and the director

of the Sub-Investment Adviser (the “Individual Reporting Person”), with respect to the ADSs held by the Fund.

The citizenship of each of the Reporting Persons is as set forth above. The address of the principal business office of: (i) the Fund is c/o Walkers (BVI) Limited, PO Box 92, Road Town, Tortola, British Virgin Islands VG1110; (ii) the Investment Manager, the General Partner and the Individual Reporting Person is One Maritime Plaza, Suite 1107, San Francisco, California 94111; and (iii) the Sub-Investment Adviser is Unit B, 26th Floor, Entertainment Building, 30 Queen’s Road Central, Hong Kong, China.

Item 3. If This Statement Is Filed Pursuant to Section 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.

Item 4. Ownership

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

The ADSs reported hereby for the Fund are owned directly by the Fund. The Investment Manager, as the investment manager of the Fund, may be deemed to be a beneficial owner of all such ADSs owned by the Fund. The General Partner, as the general partner of the Investment Manager, may be deemed to be a beneficial owner of all such ADSs owned by the Fund. The Sub-Investment Adviser, as the sub-investment adviser to the Investment Manager, may be deemed to be a beneficial owner of all such ADSs owned by the Fund. The Individual Reporting Person, as the managing partner of the Investment Manager, the manager of the General Partner and the director of the Sub-Investment Adviser, may be deemed to be a beneficial owner of all such ADSs owned by the Fund. Each of the Investment Manager, the General Partner, the Sub-Investment Adviser and the Individual Reporting Person hereby disclaims any beneficial ownership of any such ADSs.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group

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.

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: February 4, 2010

/s/ Chun R. Ding
CHINAROCK CAPITAL MANAGEMENT LIMITED
By Chun R. Ding, Director

/s/ Chun R. Ding
CRCM LLC,
On its own behalf and
As the General Partner of
CRCM LP,
As the Investment Manager of
CRCM Institutional Master Fund (BVI), Limited
By Chun R. Ding, Manager

/s/ Chun R. Ding
Chun R. Ding

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