

Edgar Filing: China Finance Online Co. LTD - Form SC 13G/A

China Finance Online Co. LTD  
Form SC 13G/A  
February 12, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3) 1

CHINA FINANCE ONLINE CO. LIMITED  
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(Name of Issuer)

ORDINARY SHARES, PAR VALUE HK\$0.001 PER SHARE  
-----

(Title of Class of Securities)

169379104  
-----

(CUSIP Number)

December 31, 2007  
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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)

1 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 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).

CUSIP No. 169379104

-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

IDG Technology Venture Investment, Inc.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (a)

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(b) [X]

|                     |  |
|---------------------|--|
| 3                   | SEC USE ONLY   |
| 4                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Massachusetts  |
| 5                   | SOLE VOTING POWER<br>20,580,652 Ordinary Shares. Each of International Data Group, Inc. and Patrick J. McGovern may also be deemed to have sole voting power with respect to the above shares.           |
| 6                   | SHARED VOTING POWER<br>See item 5.   |
| 7                   | SOLE DISPOSITIVE POWER<br>20,580,652 Ordinary Shares. Each of International Data Group, Inc. and Patrick J. McGovern may also be deemed to have sole dispositive power with respect to the above shares. |
| 8                   | SHARED DISPOSITIVE POWER<br>See item 7.  |
| CUSIP No. 169379104 |  |
| 9                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>20,580,652 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<br>18.75%  |
| 12                  | TYPE OF REPORTING PERSON *<br>CO   |

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 169379104

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|   |  |                    |
|---|--|--------------------|
| 1   | NAME OF REPORTING PERSONS<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  |                    |
|   | International Data Group, Inc.   |                    |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *   | (a) [ ]<br>(b) [X] |
| 3   | SEC USE ONLY   |                    |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                    |
|   | Massachusetts  |                    |
| 5   | SOLE VOTING POWER  |                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 20,580,652 Ordinary Shares. Each of IDG Technology<br>Venture Investment, Inc. and Patrick J. McGovern may<br>also be deemed to have sole voting power with respect to<br>the above shares.      |                    |
| 6   | SHARED VOTING POWE   |                    |
|   | See item 5.  |                    |
| 7   | SOLE DISPOSITIVE POWER   |                    |
|   | 20,580,652 Ordinary Shares. Each of IDG Technology<br>Venture Investment, Inc. and Patrick J. McGovern may<br>also be deemed to have sole dispositive power with<br>respect to the above shares. |                    |
| 8   | SHARED DISPOSITIVE POWER   |                    |
|   | See item 7   |                    |

CUSIP No. 169379104

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|    |   |     |
|----|---|-----|
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON            |     |
|    | 20,580,652 Ordinary Shares  |     |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES | [ ] |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                         |     |



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6,723,115 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  
6.13%

12 TYPE OF REPORTING PERSON \*  
PN

CUSIP No. 169379104

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
IDG Technology Venture Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY 6,723,115 Ordinary Shares. Quan Zhou and Patrick J.  
OWNED BY McGovern acting together may also deemed to have  
EACH sole voting power with respect to the above shares.  
REPORTING  
PERSON WITH

6 SHARED VOTING POWE  
See item 5.

7 SOLE DISPOSITIVE POWER  
6,723,115 Ordinary Shares. Quan Zhou and Patrick  
J. McGovern acting together may also be deemed to have  
sole dispositive power with respect to the above shares.

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8 SHARED DISPOSITIVE POWER

See item 7

CUSIP No. 169379104

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 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

6.13%

-----  
12 TYPE OF REPORTING PERSON \*

PN

-----  
CUSIP No. 169379104

-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Quan Zhou

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (a) [ ]  
(b) [X]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH

See item 6.

-----  
6 SHARED VOTING POWE

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6,723,115 Ordinary Shares. Each of IDG Technology Venture Investments, LLC and Patrick J. McGovern may also be deemed to have sole voting power and shared voting power, respectively, with respect to the above shares.

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7 SOLE DISPOSITIVE POWER

See item 8

-----  
8 SHARED DISPOSITIVE POWER

6,723,115 Ordinary Shares. Each of IDG Technology Venture Investments, LLC and Patrick J. McGovern may also be deemed to have sole dispositive power and shared dispositive power, respectively, with respect to the above shares.

CUSIP No. 169379104

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 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

6.13%

-----  
12 TYPE OF REPORTING PERSON \*

IN

-----  
CUSIP No. 169379104

-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Patrick J. McGovern

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (a) [ ]  
(b) [X]

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3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER  
27,303,767 Ordinary Shares. Each of IDG Technology Venture Investment, Inc. and International Data Group, Inc. may also be deemed to have sole voting power with respect to 20,580,652 of the above shares, and each of IDG Technology Venture Investments, LP and IDG Technology Venture Investments, LLC may also be deemed to have sole voting power with respect to 6,723,115 of the above shares.

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6 SHARED VOTING POWE

See item 5. Quan Zhou may also be deemed to have shared voting power with respect to 6,723,115 of the above shares.

---

7 SOLE DISPOSITIVE POWER

27,303,767 Ordinary Shares. Each of IDG Technology Venture Investment, Inc. and International Data Group, Inc. may also be deemed to have sole dispositive power with respect to 20,580,652 of the above shares, and each of IDG Technology Venture Investments, LP and IDG Technology Venture Investments, LLC may also be deemed to have sole dispositive power with respect to 6,723,115 of the above shares.

---

8 SHARED DISPOSITIVE POWER

See item 7. Quan Zhou may also be deemed to have shared dispositive power with respect to 6,723,115 of the above shares.

CUSIP No. 169379104

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,303,767 Ordinary Shares

---

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

24.88%



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-----  
12 TYPE OF REPORTING PERSON \*

IN  
-----

CUSIP No. 169379104

ITEM 1(a). NAME OF ISSUER:

China Finance Online Co. Limited

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

9TH FLOOR OF TOWER C  
Corporate Square  
No. 35 Financial Street  
Xicheng District  
Beijing, 100032, China

ITEM 2(a). NAME OF PERSONS FILING:

1. IDG Technology Venture Investment, Inc.
2. International Data Group, Inc.
3. IDG Technology Venture Investments, LP
4. IDG Technology Venture Investments, LLC
5. Quan Zhou
6. Patrick J. McGovern

The above persons have agreed that this Statement may be filed by IDG Technology Venture Investment, Inc. ("IDG Ventures") on behalf of all of them jointly pursuant to Rule 13d-1(k)(1). A copy of such agreement is attached as an Exhibit to this Statement.

IDG Ventures is a wholly-owned subsidiary of International Data Group, Inc. ("IDG"). A majority of the capital stock of IDG is owned beneficially by Patrick J. McGovern, the founder and Chairman of the Board of IDG.

IDG Technology Venture Investments, LP ("IDG Ventures LP") is a limited partnership organized under the laws of the State of Delaware. The general partner of IDG Ventures LP is IDG Technology Venture Investments, LLC, a limited liability company organized under the laws of the State of Delaware ("IDG Ventures LLC"). The managing members of IDG Ventures LLC are Patrick J. McGovern and Quan Zhou.

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

For all reporting persons other than Quan Zhou:

One Exeter Plaza  
Boston, MA 02109

For Quan Zhou:

Room 616, Tower A  
COFCO Plaza

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8 Jianguomennei Dajie  
Beijing 100005, People's Republic of China

CUSIP No. 169379104

### ITEM 2(c). CITIZENSHIP:

Mr. McGovern and Mr. Zhou are each United States citizens. The jurisdiction of organization of the other reporting persons is as follows: IDG: Massachusetts; IDG Ventures: Massachusetts; IDG Ventures LP: Delaware; and IDG Ventures LLC; Delaware.

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

Ordinary Shares

### ITEM 2(e). CUSIP NUMBER:

169379104

### ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act;
- (d)  Investment Company registered under Section 8 of the Investment Company Act;
- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940;
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund;
- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h)  Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

### ITEM 4. OWNERSHIP. (See Note A)

The information for each reporting person contained in Items 5-11 of the cover pages is incorporated herein by reference. For all reporting persons, number of shares beneficially owned includes Ordinary Shares represented by ADSs beneficially owned by the reporting person.

### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

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

N/A

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

N/A

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

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

N/A

CUSIP No. 169379104

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement with respect to it is true, complete and correct.

Date: February 12, 2008

IDG TECHNOLOGY VENTURE INVESTMENT, INC.

By: /s/ Quan Zhou

-----  
Quan Zhou  
President

CUSIP No. 169379104

AGREEMENT

Each of the undersigned hereby agrees that the Statement on Schedule 13G to which this Agreement is attached may be filed by IDG Technology Venture Investment, Inc., a Massachusetts corporation, on behalf of itself and each of IDG Technology Venture Investments, LP, a Delaware limited partnership; International Data Group, Inc., a Massachusetts corporation; IDG Technology Venture Investments, LLC, a Delaware limited liability company; Quan Zhou and Patrick J. McGovern.

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Dated: February 12, 2008

IDG TECHNOLOGY VENTURE INVESTMENT, INC.

By: /s/ Quan Zhou

-----  
Quan Zhou  
President

IDG TECHNOLOGY VENTURE INVESTMENTS, LP

By: IDG TECHNOLOGY VENTURE INVESTMENTS, LLC  
Its General Partner

By: /s/ Quan Zhou

-----  
Quan Zhou  
Managing Member

IDG TECHNOLOGY VENTURE INVESTMENTS, LLC

By: /s/ Quan Zhou

-----  
Quan Zhou  
Managing Member

INTERNATIONAL DATA GROUP, INC.

By: /s/ Edward B. Bloom

-----  
Edward B. Bloom  
Vice President

/s/ Patrick J. McGovern

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Patrick J. McGovern

/s/ Quan Zhou

-----  
Quan Zhou