

51JOB, INC.  
Form SC 13G/A  
February 13, 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. 3)\*

51job, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

316827104

(CUSIP Number)

December 31, 2008

(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)

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Exhibit Index Contained on Page 13

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CUSIP NO. 316827104

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Doll Technology Investment Fund II, LP ( DTIFII )

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  
SHARES  
BENEFICIALLY  
OWNED BY EACH

5

SOLE VOTING POWER  
0 ordinary common shares ( shares ).

REPORTING  
PERSON  
WITH

6

SHARED VOTING POWER  
See response to row 5.

7

SOLE DISPOSITIVE POWER  
0 shares.

8

SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

PN

---

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Internet Fund, L.P. ( DCM Internet )

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 SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 0 shares.
--	---	--------------------------------

REPORTING  
PERSON  
WITH

6	SHARED VOTING POWER See response to row 5.
---	---

7	SOLE DISPOSITIVE POWER 0 shares.
---	-------------------------------------

8	SHARED DISPOSITIVE POWER See response to row 7.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

PN

---

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Network Fund, L.P. ( DCM Network )

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 SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 0 shares.
--	---	--------------------------------

REPORTING  
PERSON  
WITH

6	SHARED VOTING POWER See response to row 5.
---	---

7	SOLE DISPOSITIVE POWER 0 shares.
---	-------------------------------------

8	SHARED DISPOSITIVE POWER See response to row 7.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

PN

---



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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Doll Technology Affiliates Fund II, L.P. ( DTAFII )

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 SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 0 shares.
--	---	--------------------------------

REPORTING  
PERSON  
WITH

6	SHARED VOTING POWER See response to row 5.
---	---

7	SOLE DISPOSITIVE POWER 0 shares.
---	-------------------------------------

8	SHARED DISPOSITIVE POWER See response to row 7.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Doll Technology Investment Management II, LLC ( GPII )

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 SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 0 shares.
--	---	--------------------------------

REPORTING  
PERSON  
WITH

6	SHARED VOTING POWER See response to row 5.
---	---

7	SOLE DISPOSITIVE POWER 0 shares.
---	-------------------------------------

8	SHARED DISPOSITIVE POWER See response to row 7.
---	--

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

OO

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1 NAME OF REPORTING PERSON

Dixon R. Doll ( Doll )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

☐ ]

(b)

☒ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF SHARES	5	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH	6	0 shares.
		SHARED VOTING POWER
		0 shares.
REPORTING PERSON	7	SOLE DISPOSITIVE POWER
WITH	8	0 shares.
		SHARED DISPOSITIVE POWER
		0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

0 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%

12 TYPE OF REPORTING PERSON\*

IN



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1 NAME OF REPORTING PERSON

K. David Chao ( Chao )

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

☐ [ ]

(b)

☒ [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

NUMBER OF SHARES	5	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH	6	433,577 shares.
		SHARED VOTING POWER
		0 shares.
REPORTING PERSON	7	SOLE DISPOSITIVE POWER
WITH	8	433,577 shares.
		SHARED DISPOSITIVE POWER
		0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

433,577 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.8%

12 TYPE OF REPORTING PERSON\*

IN





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This Amendment No. 3 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on February 14, 2005 (together with all prior and current amendments thereto, this Schedule 13G ).

ITEM 1(A).

NAME OF ISSUER

51job, Inc.

ITEM 1(B).

ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

Building 3

No. 1387 Zhang Dong Road

Shanghai 201203

People s Republic of China

ITEM 2(A).

NAME OF PERSONS FILING

This statement is filed by Doll Technology Investment Fund II, L.P., a Delaware limited partnership ( DTIFII ), DCM Internet Fund, L.P., a Delaware limited partnership ( DCM Internet ), DCM Network Fund, L.P., a Delaware limited partnership ( DCM Network ), Doll Technology Affiliates Fund II, L.P. ( DTAFII ) and Doll Technology Investment Management II, L.L.C., a Delaware limited liability company ( GPII ), and Dixon R. Doll ( Doll ) and K. David Chao ( Chao ). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

GPII, the general partner of DTIFII, DCM Internet, DCM Network and DTAFII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DTIFII, DCM Internet, DCM Network and DTAFII. Doll and Chao are managing members of GPII and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DTIFII, DCM Internet, DCM Network and DTAFII.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

DCM

2420 Sand Hill Road

Suite 200

Menlo Park, California 94025

ITEM 2(C)

CITIZENSHIP

DTIFII, DCM Internet, DCM Network and DTAFII are Delaware limited partnerships. GPII is a Delaware limited liability company. Doll is a United States citizen. Chao is a Japanese citizen.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

American Depositary Shares (ADS)

(Each ADS represents two ordinary common shares.)

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ITEM 3.

Not Applicable

ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b)

Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

(i)

Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii)

Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii)

Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv)

Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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: ☒ Yes

ITEM 6.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Please see Item 5.

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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

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SIGNATURES

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.

Date: February 12, 2009

DOLL TECHNOLOGY INVESTMENT

FUND II, L.P., a

Delaware Limited Partnership

DCM INTERNET FUND, L.P., a

Delaware Limited Partnership

DCM NETWORK FUND, L.P., a

Delaware Limited Partnership

DOLL TECHNOLOGY AFFILIATES

FUND II, L.P., a

Delaware Limited Partnership

DOLL TECHNOLOGY INVESTMENT MANAGEMENT II, L.L.C., a

Delaware Limited Liability Company, General Partner.

By:

/s/ K. David Chao

K. David Chao

Managing Member

Dixon R. Doll

By:

/s/ Dixon R. Doll

Dixon R. Doll

K. David Chao

By:

/s/ K. David Chao

K. David Chao

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

**Attention: Intentional misstatements or omissions of fact  
constitute Federal criminal violations (*See* 18 U.S.C. 1001)**

*<http://www.sec.gov/divisions/corpfin/forms/13g.htm>*

*Last update: 06/04/2001*

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EXHIBIT INDEX

Found on

Sequentially

Numbered Page

Exhibit

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of 51job, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.