

Concord Medical Services Holdings Ltd
Form SC 13D/A
November 22, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Concord Medical Services Holdings Limited
(Name of Issuer)

Class A ordinary shares, par value US\$0.0001 per share
(Title of Class of Securities)

206277 105⁽¹⁾
(CUSIP Number)

**Jianyu Yang
Zheng Cheng
18/F, Tower A, Global Trade Center
36 North Third Ring Road East
Dongcheng District, Beijing 100013
People's Republic of China
Telephone: +86 10 5957-5266**

With a copy to:
**Shuang Zhao, Esq.
Cleary Gottlieb Steen & Hamilton**

37th Floor, Hysan Place

500 Hennessy Road

Causeway Bay, Hong Kong

Telephone: +852 2521 4122

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 22, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d7(b) for other parties to whom copies are to be sent.

* 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 (the "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).

⁽¹⁾ This CUSIP number applies to the Issuer's American depositary shares ("ADSs"), each representing three Class A ordinary shares of the Issuer (the "Ordinary Shares")

CUSIP Number: 206277 105

Name of Reporting Persons

1. Jianyu Yang
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. People's Republic of China

	Sole Voting Power
7.	646,855
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	646,855
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 60,417,731¹
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.6%²
Type of Reporting Person (See instructions)
14. IN

¹Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang that are exercisable currently or within 60 days of the date of this Amendment. Mr. Yang and his spouse, Ms. Bi Zhang, indirectly hold 18% and 42% of the shares of Morgancreek, respectively, and by virtue of such relationship Mr. Yang may be deemed the beneficial owner of all the Ordinary Shares (including Ordinary Shares in the form of

ADSs) beneficially owned by Morgancreek.

Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016, and 2,646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang that are exercisable currently or within 60 days of the date of this Amendment.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Shanghai Hui Fu Science and Technology Development Co., Ltd.
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. People's Republic of China

	Sole Voting Power
7.	0
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	0
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876³
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%⁴
Type of Reporting Person (See instructions)
14. CO

3. Includes 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Hui Fu and Oakville hold 30% and 70% of the shares of Cherrylane, respectively, which holds 60% of the shares of Morgancreek.

4. Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Bi Zhang
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. Canada

	Sole Voting Power
7.	646,855
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	646,855
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 60,417,731⁵
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.6%⁶
Type of Reporting Person (See instructions)
14. IN

⁵ Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang, the spouse of Ms. Zhang, that are exercisable currently or within 60 days of the date of this Amendment. Ms. Zhang and Mr. Jianyu Yang indirectly hold 42% and 18% of the shares of Morgancreek, respectively. By virtue of such relationship, Ms. Zhang may be deemed the beneficial owner of (a) the 646,855 Ordinary Shares issuable upon

exercise of options held by Mr. Yang, and (b) all the Ordinary Shares (including Ordinary Shares in the form of ADSs) beneficially owned by Morgancreek.

6. Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016, and 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang that are exercisable currently or within 60 days of the date of this Amendment.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Oakville Holdings Group Limited
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. British Virgin Islands

	Sole Voting Power
7.	0
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	0
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876⁷
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%⁸
Type of Reporting Person (See instructions)
14. CO

7. Includes 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Oakville and Hui Fu hold 70% and 30% of the shares of Cherrylane, respectively, which holds 60% of the shares of Morgancreek.

8. Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Cherrylane Investments Limited
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. British Virgin Islands

	Sole Voting Power
7.	0
Number of	Shared Voting Power
Shares	8.
Beneficially	59,770,876
Owned by	Sole Dispositive Power
Each	9.
Reporting	0
Person With	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876⁹
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%¹⁰
Type of Reporting Person (See instructions)
14. CO

⁹ Represents 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Cherrylane holds 60% of the shares of Morgancreek.

¹⁰ Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Zheng Cheng
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. People's Republic of China

	Sole Voting Power
7.	646,855
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	646,855
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 60,417,731¹¹
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.6%¹²
Type of Reporting Person (See instructions)
14. IN

11. Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Cheng that are exercisable currently or within 60 days of the date of this Amendment. Mr. Cheng indirectly owns 40% of the shares of Morgancreek.

Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016, and
12.646,855 Ordinary Shares issuable upon exercise of options held by Mr. Cheng that are exercisable currently or
within 60 days of the date of this Amendment.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Shanghai Jian Qian Science and Technology Development Co., Ltd.
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. People's Republic of China

	Sole Voting Power
7.	0
Number of Shares Beneficially Owned by Each Reporting Person With	Shared Voting Power
8.	59,770,876
	Sole Dispositive Power
9.	0
	Shared Dispositive Power
10.	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876¹³
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%¹⁴
Type of Reporting Person (See instructions)
14. CO

^{13.} Includes 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Jian Qian indirectly holds 40% of the shares of Morgancreek.

^{14.} Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Bluestone Holdings Limited
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. British Virgin Islands

	Sole Voting Power
7.	0
Number of	Shared Voting Power
Shares	8.
Beneficially	59,770,876
Owned by	Sole Dispositive Power
Each	9.
Reporting	0
Person With	Shared Dispositive Power
	10.
	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876¹⁵
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%¹⁶
Type of Reporting Person (See instructions)
14. CO

^{15.} Represents 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Bluestone holds 40% of the shares of Morgancreek.

^{16.} Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

CUSIP Number: 206277 105

Name of Reporting Persons

1. Morgancreek Investment Holdings Limited
Check The Appropriate Box If A Member of A Group (See instructions)
2. (a) " (b) "
3. SEC Use Only
Source of Funds (See instructions)
4. OO
5. Check Box If Disclosure of Legal Proceedings Is Required Pursuant To Items 2(d) Or 2(e) "
Citizenship Or Place of Organization
6. British Virgin Islands

	Sole Voting Power
7.	0
Number of	Shared Voting Power
Shares	8.
Beneficially	59,770,876
Owned by	Sole Dispositive Power
Each	9.
Reporting	0
Person With	Shared Dispositive Power
	10.
	59,770,876

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 59,770,876¹⁷
12. Check Box If The Aggregate Amount in Row (11) Excludes Certain Shares (See instructions) "
Percent of Class Represented by Amount in Row (11)
13. 45.4%¹⁸
Type of Reporting Person (See instructions)
14. CO

¹⁷ Represents 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares.

¹⁸ Percentage calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016.

This Amendment No. 3 (this "Amendment") is being filed jointly by Jianyu Yang ("Mr. Yang"), Shanghai Hui Fu Science and Technology Development Co., Ltd. ("Hui Fu"), Bi Zhang ("Ms. Zhang"), Oakville Holdings Group Limited ("Oakville"), Cherrylane Investments Limited ("Cherrylane"), Zheng Cheng ("Mr. Cheng"), Shanghai Jian Qian Science and Technology Development Co., Ltd. ("Jian Qian"), Bluestone Holdings Limited ("Bluestone") and Morgancreek Investment Holdings Limited ("Morgancreek", together with Mr. Yang, Hui Fu, Ms. Zhang, Oakville, Cherrylane, Mr. Cheng, Jian Qian and Bluestone, the "Reporting Persons"). This Amendment amends and supplements the Schedule 13D jointly filed with the Securities and Exchange Commission (the "SEC") on August 15, 2013 by Mr. Yang, Daketala International Investment Holdings Ltd. ("Daketala"), Mr. Cheng and CZY Investments Limited ("CZY"), as amended by (i) Amendment No. 1 to Schedule 13D filed with the SEC on December 6, 2013 by Mr. Yang, Daketala, Hui Fu, Cherrylane, Mr. Cheng, CZY, Jian Qian, Bluestone and Morgancreek and (ii) Amendment 2 to Schedule 13D filed with the SEC on July 11, 2016 by the Reporting Persons (collectively, the "Prior Schedule 13Ds"). The Reporting Persons have entered into a joint filing agreement, dated as of November 22, 2016, a copy of which is attached hereto as Exhibit 99.1. Except as provided herein, this Amendment does not modify any of the information previously reported on the Prior Schedule 13Ds.

Item 1. Security and Issuer

No material change.

Item 2. Identity and Background

No material change.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

No material change.

Item 5. Interest in Securities of the Issuer

The information contained on each of the cover pages of this statement and the information set forth in Items 2, 3, 4 and 6 are hereby incorporated by reference in their entirety in this Item 5.

(a) – (b) The following table sets forth the beneficial ownership of Ordinary Shares (including Ordinary Shares represented by ADSs) of the Company for each of the Reporting Persons.

Name	Shares Beneficially Owned	Percentage of Total*	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
Mr. Yang ⁽¹⁾	60,417,731	45.6	% 646,855	59,770,876	646,855	59,770,876
Hui Fu ⁽²⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876
Ms. Zhang ⁽³⁾	60,417,731	45.6	% 646,855	59,770,876	646,855	59,770,876
Oakville ⁽⁴⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876
Cherrylane ⁽⁵⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876
Mr. Cheng ⁽⁶⁾	60,417,731	45.6	% 646,855	59,770,876	646,855	59,770,876
Jian Qian ⁽⁷⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876
Bluestone ⁽⁸⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876
Morgancreek ⁽⁹⁾	59,770,876	45.4	% —	59,770,876	—	59,770,876

* Percentage is calculated based on 131,718,946 Ordinary Shares issued and outstanding as of November 21, 2016, and shall include, with respect to each Reporting Person, the Ordinary Shares that such person has the right to acquire within 60 days.

- (1) Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang that are exercisable currently or within 60 days of the date of this Amendment. Mr. Yang and his spouse, Ms. Bi Zhang, indirectly hold 18% and 42% of the shares of Morgancreek, respectively, and by virtue of such relationship Mr. Yang may be deemed the beneficial owner of all the Ordinary Shares (including Ordinary Shares in the form of ADSs) beneficially owned by Morgancreek.

(2) Includes 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Hui Fu and Oakville hold 30% and 70% of the shares of Cherrylane, respectively, which holds 60% of the shares of Morgancreek.

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Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang, the spouse of Ms. Zhang, that are exercisable currently or within 60 days of the date of this Amendment. Ms. Zhang and Mr. (3) Yang indirectly hold 42% and 18% of the shares of Morgancreek, respectively. By virtue of such relationship, Ms. Zhang may be deemed the beneficial owner of (a) the 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Yang, and (b) all the Ordinary Shares (including Ordinary Shares in the form of ADSs) beneficially owned by Morgancreek.

Includes 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by
(4) Morgancreek. Oakville and Hui Fu hold 70% and 30% of the shares of Cherrylane, respectively, which holds 60% of the shares of Morgancreek.

(5) Represents 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek. Cherrylane holds 60% of the shares of Morgancreek.

Includes (i) 45,787,948 Ordinary Shares and 4,660,976 ADSs, each representing three Ordinary Shares, held by Morgancreek, and (ii) 646,855 Ordinary Shares issuable upon exercise of options held by Mr. Cheng that are exercisable currently or within 60 days of the date of this Amendment. Mr. Cheng indirectly owns 40% of the shares of Morgancreek.

(7)