

Dong Min
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G

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

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

654407105

(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 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).

CUSIP No. 654407105

1 NAMES OF REPORTING PERSONS
Min Dong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) Not Applicable
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
The People's Republic of China

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

6 SHARED VOTING POWER
6,375,697 ordinary shares (Note)

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
6,375,697 ordinary shares (Note)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,375,697 ordinary shares (Note)

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

17.7% (Note)

TYPE OF REPORTING PERSON

12

IN

Note: Value Chain International Limited (Value Chain) owns 2,002,312 ordinary shares of the Issuer. The Reporting Person and Mr. Shuang Wang are wife and husband and together beneficially own Value Chain s 2,002,312 ordinary shares of the Issuer through their 100.0% ownership of Value Chain.

In addition, the Reporting Person and Mr. Shuang Wang also directly beneficially own 4,373,385 ordinary shares of the Issuer. Such ordinary shares include (i) 75,592 ordinary shares owned by the Reporting Person; (ii) 88,271 ordinary shares underlying the Reporting Person s share options that are currently exercisable or

exercisable
within 60 days
of the date of
this filing;
(iii) 4,013,715
ordinary shares
owned by
Mr. Shuang
Wang and
(iv) 195,807
ordinary shares
underlying
Mr. Shuang
Wang's share
options that are
currently
exercisable or
exercisable
within 60 days
of the date of
this filing.

The total issued
and outstanding
shares of the
Company as of
the date of this
filing is
35,791,834,
which includes
800,000
ordinary shares
that were
converted into
American
Depositary
Shares in
January 2008 to
facilitate our
employees
cashless
exercise of
vested stock
options.

Item 1.

- (a) Name of Issuer:

Ninetowns Internet Technology Group Company Limited

- (b) Address of Issuer's Principal Executive Offices

22 Floor, Building No. 1, Capital A Partners,
No. 20 Gong Ti East Road, Chaoyang District
Beijing 100020, People's Republic of China

Item 2.

- (a) Name of Person Filing

Min Dong

- (b) Address of Principal Business Office or, if none, Residence

c/o Ninetowns Internet Technology Group Company Limited
22 Floor, Building No. 1, Capital A Partners,
No. 20 Gong Ti East Road, Chaoyang District
Beijing 100020, People's Republic of China

- (c) Citizenship

The People's Republic of China

- (d) Title of Class of Securities

Ordinary Shares

- (e) CUSIP Number

654407105

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:

6,375,697 ordinary shares (Note)

- (b) Percent of class:

17.7% (Note)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

None

(ii) Shared power to vote or to direct the vote:

6,375,697 ordinary shares (Note)

(iii) Sole power to dispose or to direct the disposition of :

None

(iv) Shared power to dispose or to direct the disposition of :

6,375,697 ordinary shares (Note)

Note: Value Chain International Limited (Value Chain) owns 2,002,312 ordinary shares of the Issuer. The Reporting Person and Mr. Shuang Wang are wife and husband and together beneficially own Value Chain s 2,002,312 ordinary shares of the Issuer through their 100.0% ownership of Value Chain.

In addition, the Reporting Person and Mr. Shuang Wang also directly beneficially own 4,373,385 ordinary shares

of the Issuer.
Such ordinary shares include
(i) 75,592 ordinary shares owned by the Reporting Person;
(ii) 88,271 ordinary shares underlying the Reporting Person's share options that are currently exercisable or exercisable within 60 days of the date of this filing; (iii) 4,013,715 ordinary shares owned by Mr. Shuang Wang and
(iv) 195,807 ordinary shares underlying Mr. Shuang Wang's share options that are currently exercisable or exercisable within 60 days of the date of this filing.

The total issued and outstanding shares of the Company as of the date of this filing is 35,791,834, which includes 800,000 ordinary shares that were converted into American

Depository
Shares in
January 2008 to
facilitate our
employees
cashless
exercise of
vested stock
options.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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 or Control Person

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.

Date: February 12, 2009

Signature: /s/ Min Dong
Min Dong