

Cheetah Mobile Inc.
Form SC 13G
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

Cheetah Mobile Inc.

(Name of Issuer)

Class A ordinary shares

(Title of Class of Securities)

163075 1041

(CUSIP Number)

December 31, 2014

(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).

1 This is the CUSIP number for the American depositary shares, each representing ten Class A ordinary shares of the Issuer.

Edgar Filing: Cheetah Mobile Inc. - Form SC 13G

CUSIP No. 163075 104	13G	
----------------------	-----	--

1 Name of Reporting Person
Kingsoft Corporation Limited

2 Check the Appropriate Box if a Member of a Group (a) o

(b) o

3 SEC Use Only

4 Citizenship or Place of Organization
Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With 5 Sole Voting Power
667,846,926 ordinary shares¹

6 Shared Voting Power
0

7 Sole Dispositive Power
667,846,926 ordinary shares¹

8 Shared Dispositive Power
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
667,846,926 ordinary shares¹

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares ☐

11 Percent of Class Represented by Amount in Row 9

47.1%²

12 Type of Reporting Person

CO

¹ Includes (i) 5,040,877 Class A ordinary shares and (ii) 662,806,049 Class B ordinary shares directly held by Kingsoft Corporation Limited. The rights of the holders of Class A ordinary shares and Class B ordinary shares of the Issuer are identical, except with respect to conversion rights and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

² Calculated on an as-converted basis assuming conversion of all Class B ordinary shares into the same number of Class A ordinary shares.

Edgar Filing: Cheetah Mobile Inc. - Form SC 13G

CUSIP No. 163075 104	13G	
----------------------	-----	--

Item 1(a). Name of Issuer:
Cheetah Mobile Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
12/F, Fosun International Center Tower
No. 237 Chaoyang North Road
Chaoyang District, Beijing 100022
The People's Republic of China

Item 2(a). Name of Person Filing:
Kingsoft Corporation Limited

Item 2(b). Address of Principal Business Office or, if none, Residence:
Kingsoft Corporation Limited

Kingsoft Tower

No.33 Xiaoying West Road

Haidian District, Beijing 100085

The People's Republic of China

Item 2(c) Citizenship:
Kingsoft Corporation Limited Cayman Islands

Item 2(d). Title of Class of Securities:
Class A ordinary shares

Item 2(e). CUSIP Number:
163075 104. This is the CUSIP number for the American depositary shares, each representing ten Class A ordinary shares of the Issuer.

Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:**
Not applicable

CUSIP No. 163075 104	13G	
----------------------	-----	--

Item 4. Ownership:

The following information with respect to the ownership of the ordinary shares of the Issuer by the reporting person is provided as of December 31, 2014. The calculations are based on a total of 1,416,602,712 ordinary shares issued and outstanding as of December 31, 2014, which includes 288,988,560 Class A ordinary shares and 1,127,614,152 Class B ordinary shares:

	Class A ordinary shares	Class B ordinary shares	Total ordinary shares on an as- converted basis	Percentage of aggregate voting power
(a) Amount beneficially owned:	667,846,926(1)	662,806,049(2)	667,846,926(1)	
(b) Percent of class:	70.2%(3)	58.8%	47.1%(4)	57.4%(5)
(c) Number of shares as to which the person has:				
(i) Sole power to vote or to direct the vote	667,846,926(1)	662,806,049(2)	667,846,926(1)	
(ii) Shared power to vote or to direct the vote	0	0	0	
(iii) Sole power to dispose or to direct the disposition of	667,846,926(1)	662,806,049(2)	667,846,926(1)	
(iv) Shared power to dispose or to direct the disposition of	0	0	0	

Notes:

Kingsoft Corporation Limited, the reporting person, is the record holder of 5,040,877 Class A ordinary shares and 662,806,049 Class B ordinary shares of the Issuer. Kingsoft Corporation Limited is listed on the Hong Kong Stock Exchange (Stock code: 3888).

(1) Represents (a) 5,040,877 Class A ordinary shares held by the reporting person, and (b) 662,806,049 Class B ordinary shares that are convertible into the same number of Class A ordinary shares at any time at the option of the reporting person. Pursuant to Rule 13d-3(d)(1), all shares of Class B ordinary shares (which are convertible into shares of Class A ordinary shares) held by the reporting person shall be deemed to be converted for the purposes of (i) determining the aggregate amount of shares of Class A ordinary shares beneficially owned by the reporting person and (ii) calculating the percentages of the Class A ordinary shares owned by such person. Consequently, all Class A ordinary shares amounts and percentages are inclusive of the Class B ordinary shares amounts and percentages set forth herein.

(2) Represents 662,806,049 Class B ordinary shares held by the reporting person.

(3) To derive this percentage, (x) the numerator is 667,846,926, being the sum of (i) 5,040,877 Class A ordinary shares held by the reporting person and (ii) 662,806,049 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 288,988,560, being the number of the Issuer's total Class A ordinary shares outstanding at December 31, 2014 and (ii) 662,806,049, being the number of Class A ordinary shares that are convertible from the same number of Class B

ordinary shares held by the reporting person.

(4) To derive this percentage, (x) the numerator is 667,846,926, being the sum of (i) 5,040,877 Class A ordinary shares held by the reporting person and (ii) 662,806,049 Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person, and (y) the denominator is the sum of (i) 288,988,560, being the number of the Issuer's total Class A ordinary shares outstanding at December 31, 2014, (ii) 1,127,614,152, being the number of the Issuer's total Class B ordinary shares outstanding at December 31, 2014 that are convertible into the same number of Class A ordinary shares.

(5) Percentage of aggregate voting power represents voting power of all ordinary shares held by the reporting person with respect to all outstanding shares of the Issuer's Class A and Class B ordinary shares. Each holder of the Issuer's Class A ordinary shares is entitled to one vote per Class A ordinary share. Each holder of the Issuer's Class B ordinary shares is entitled to ten votes per Class B ordinary share.

CUSIP No. 163075 104	13G	
----------------------	-----	--

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 Controlling 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. Certifications:

Not applicable

CUSIP No. 163075 104	13G	
----------------------	-----	--

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.

Dated: February 13, 2015

Kingsoft Corporation Limited

By: /s/ Yuk Keung Ng
Name: Yuk Keung Ng
Title: Director