

Xunlei Ltd  
Form SC 13G  
February 13, 2015

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

**SCHEDULE 13G**

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

**Xunlei Limited**

(Name of Issuer)

**Common shares, par value \$0.00025 per share, represented by American Depositary Shares;**

**each American Depositary Share represents 5 common shares**

(Title of Class of Securities)

**98419E108\*\***

(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 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).

\*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.

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\*\* CUSIP number 98419E108 is assigned to the American Depositary Shares of the Issuer, which are quoted on the NASDAQ Global Select Market under the symbol XNET. Each American Depositary Share represents 5 common shares.

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CUSIP No. 98419E108

1 Name of Reporting Person  
Xiaomi Ventures Limited

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

3 SEC Use Only

4 Citizenship or Place of Organization  
British Virgin Islands

Number of Shares	5	Sole Voting Power 0
Beneficially Owned by	6	Shared Voting Power 93,653,572 common shares
Each Reporting Person With	7 8	Sole Dispositive Power 0 Shared Dispositive Power 93,653,572 common shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
93,653,572 common shares

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

11 Percent of Class Represented by Amount in Row 9  
28.5%(1)

12 Type of Reporting Person  
CO

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(1) Percentage calculated based on 328,693,840 common shares issued and outstanding as of December 31, 2014, as provided by the Issuer.



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CUSIP No. 98419E108

1 Name of Reporting Person  
Xiaomi Corporation

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

3 SEC Use Only

4 Citizenship or Place of Organization  
Cayman Islands

Number of Shares	5	Sole Voting Power 0
Beneficially Owned by	6	Shared Voting Power 93,653,572 common shares(1)
Each Reporting Person With	7	Sole Dispositive Power 0
	8	Shared Dispositive Power 93,653,572 common shares(1)

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
93,653,572 common shares(1)

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

11 Percent of Class Represented by Amount in Row 9  
28.5%(2)

12 Type of Reporting Person  
CO

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(1) Represent 93,653,572 common shares held by Xiaomi Ventures Limited, which is wholly owned by Xiaomi Corporation.

(2) Percentage calculated based on 328,693,840 common shares issued and outstanding as of December 31, 2014, as provided by the Issuer.



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- Item 1(a).** Name of Issuer  
Xunlei Limited
- Item 1(b).** Address of Issuer's Principal Executive Offices  
4/F, Hans Innovation Mansion, North Ring Road  
  
No. 9018 High-Tech Park, Nanshan District  
  
Shenzhen, 518057  
  
People's Republic of China
- Item 2(a).** Name of Person Filing  
(i) Xiaomi Ventures Limited
- Item 2(b).** (ii) Xiaomi Corporation  
Address of Principal Business Office  
For each filing person:  
  
12th Floor, WuCaiCheng Office Building  
  
68 Qinghe Middle Street, Haidian District  
  
Beijing, 100085  
  
People's Republic of China
- Item 2(c).** Citizenship  
(i): Xiaomi Ventures Limited British Virgin Islands
- Item 2(d).** (ii) Xiaomi Corporation Cayman Islands  
Title of Class of Securities  
Common shares of the Issuer (the Common Shares), par value \$0.00025 per share
- Item 2(e).** CUSIP Number  
98419E108  
  
This CUSIP applies to the American Depositary Shares of the Issuer, each representing five Common Shares.
- Item 3.** **Statement filed pursuant to rule 13d-1(b) or 13d-2(b) or (c)**  
Not applicable.

**Item 4.**

**Ownership:**

The information required by Item 4(a) (c) is set forth in Rows 5-11 of the cover page hereto for each reporting person and is incorporated herein by reference for each such reporting person.

The percentages of ownership set forth in Rows 5-11 of the cover page hereto are based on 328,693,840 Common Shares issued and outstanding as of December 31, 2014, as provided by the Issuer.

Xiaomi Ventures Limited is the record owner of 93,653,572 Common Shares. Xiaomi Ventures Limited is wholly owned by Xiaomi Corporation. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Xiaomi Corporation may be deemed to beneficially own all of the shares held by Xiaomi Ventures Limited.

**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**

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.

Dated: February 13, 2015

**Xiaomi Ventures Limited**

By: /s/ Kong Kat Wong  
Name: Kong Kat Wong  
Title: Director

**Xiaomi Corporation**

By: /s/ Jun Lei  
Name: Jun Lei  
Title: Director

*[Signature Page to Schedule 13G]*

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
1	Joint Filing Agreement, dated as of February 12, 2015, by and between Xiaomi Ventures Limited and Xiaomi Corporation