

Baidu, Inc.  
Form S-8 POS  
January 08, 2009

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As filed with the Securities and Exchange Commission on January 8, 2009

Registration No. 333-129374

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

**POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
Baidu, Inc.**

*(Exact name of registrant as specified in its charter)*

**Cayman Islands**

*(State or other jurisdiction of  
incorporation or organization)*

**Not Applicable**

*(I.R.S. Employer  
Identification Number)*

**12/F, Ideal International Plaza  
No. 58 West-North 4<sup>th</sup> Ring  
Beijing 100080, People's Republic of China**  
*(Address of Principal Executive Offices)*

**2000 Option Plan**  
**(as amended and restated effective December 16, 2008)**  
*(Full title of the plan)*

**CT Corporation System  
111 Eighth Avenue  
New York, New York 10011**  
*(Name and address of agent for service)*

**(212) 894-8940**  
*(Telephone number, including area code, agent for service)*

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting  
company)

Smaller reporting  
company

*Copies to:*

**Jennifer Li  
Chief Financial Officer  
Baidu, Inc.  
12/F, Ideal International Plaza  
No. 58 West-North 4th Ring  
Beijing 100080, People's Republic of China**

**Z. Julie Gao, Esq.  
Latham & Watkins LLP  
41<sup>st</sup> Floor, One Exchange Square  
8 Connaught Place, Central  
Hong Kong S.A.R., People's Republic of China  
(852) 2522-7886**

**(86 10) 8262-1188**

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**Explanatory Note**

Baidu, Inc. hereby amends its registration statement on Form S-8 (Registration No. 333-129374) by filing this Post-Effective Amendment No. 2 to reflect the amendment and restatement of the 2000 Option Plan. The amended and restated 2000 Option Plan is filed herewith as Exhibit 4.1 and replaces Exhibit 10.1 of the initial registration statement. No additional securities are being registered.

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Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on January 8, 2009.

**Baidu, Inc.**

By: /s/ Robin Yanhong Li  
 Name: Robin Yanhong Li  
 Title: Chairman of the Board and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature            | Title   | Date            |
|----------------------|---|-----------------|
| /s/ Robin Yanhong Li |   | January 8, 2009 |
| Robin Yanhong Li     | Chairman of the Board and<br>Chief Executive Officer                    |                 |
| /s/ Jennifer Li      |   | January 8, 2009 |
| Jennifer Li          | Chief Financial Officer<br>(principal financial and accounting officer) |                 |
| /s/ *                |   | January 8, 2009 |
| William Decker       | Director  |                 |
| /s/ *                |   | January 8, 2009 |
| James Ding           | Director  |                 |
| /s/ Nobuyuki Idei    |   | January 8, 2009 |
| Nobuyuki Idei        | Director  |                 |
| /s/ *                |   | January 8, 2009 |
| Greg Penner          | Director  |                 |

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| Signature   | Title  | Date            |
|---|--|-----------------|
| /s/ *   | Authorized Representative in the United States | January 8, 2009 |
| Name: Donald J. Puglisi<br>Title: Managing Director, Puglisi & Associates |  |                 |
| *By /s/ Robin Yanhong Li  |  |                 |
| Robin Yanhong Li<br>Attorney-in-Fact                                      |  |                 |

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EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 4.1            | 2000 Option Plan (as amended and restated effective December 16, 2008) |
| 24.1           | Power of Attorney  |