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ASIAINFO HOLDINGS INC
Form SC 13D/A
February 26, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 3)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ASIAINFO HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04518A104

(CUSIP Number)

with copies to:

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White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 16, 2007
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

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SCHEDULE 13D/A

CUSIP No. 04518A104

1 NAME OF REPORTING PERSONS
Lenovo Group Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Hong Kong Special Administrative Region of the People's Republic of China

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,113,027
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,113,027

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,113,027

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.55%+

14 TYPE OF REPORTING PERSON
CO

+ Calculated using the number of outstanding shares of common stock as of
December 31, 2006 reported in the Issuer's Form 8-K filed with the U.S.
Securities and Exchange Commission on January 24, 2007.

2

SCHEDULE 13D/A

CUSIP No. 04518A104

1 NAME OF REPORTING PERSONS
Lenovo Holdings (BVI) Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY OWNED 0
BY EACH REPORTING
PERSON WITH 8 SHARED VOTING POWER
4,113,027

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
4,113,027

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,113,027

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.55%+

14 TYPE OF REPORTING PERSON
CO

+ Calculated using the number of outstanding shares of common stock as of
December 31, 2006 reported in the Issuer's Form 8-K filed with the U.S.
Securities and Exchange Commission on January 24, 2007.

3

SCHEDULE 13D/A

CUSIP No. 04518A104

1 NAME OF REPORTING PERSONS
Lenovo Sysware Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,113,027
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,113,027

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,113,027

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.55%+

14 TYPE OF REPORTING PERSON
CO

+ Calculated using the number of outstanding shares of common stock as of
December 31, 2006 reported in the Issuer's Form 8-K filed with the U.S.
Securities and Exchange Commission on January 24, 2007.

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SCHEDULE 13D/A

CUSIP No. 04518A104

1 NAME OF REPORTING PERSONS
Lenovo IT Alliance Limited

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 4,113,027
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 4,113,027
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,113,027	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.55%+	
14	TYPE OF REPORTING PERSON CO	

+ Calculated using the number of outstanding shares of common stock as of December 31, 2006 reported in the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on January 24, 2007.

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AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 (the "Schedule 13D/A") amends and supplements the statement on Schedule 13D as filed on February 21, 2006 (the "Original Schedule 13D"), as amended on September 26, 2006 ("Amendment No. 1") and February 13, 2007 ("Amendment No. 2"). This Schedule 13D/A is being filed to report a change in the percentage of outstanding shares of Common Stock (as defined herein) of the Issuer beneficially owned by the Reporting Persons (as defined herein) which occurred as a result of the transfer of 710,618 shares of Common Stock of the Issuer by Lenovo IT Alliance Limited (as defined herein) pursuant to a Stock Purchase Agreement, dated as of February 16, 2007 (the "Stock Purchase Agreement"). The total number of outstanding shares of Common Stock of the Issuer (as defined herein) was 43,076,034 as of December 31, 2006, as reported in the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on January 24, 2007 and the percentages of Common Shares of the Issuer beneficially held by the Reporting Persons have changed as presented in Item 5 of this Schedule 13D/A.

ITEM 1. SECURITY AND ISSUER

The Original Schedule 13D, as amended by Amendment No. 1 and Amendment No. 2, relating to the common stock, \$0.01 par value per share (the "Common Stock"), of AsiaInfo Holdings, Inc., a Delaware corporation (the "Issuer"), is hereby amended to furnish the information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the previously filed Original Schedule 13D.

According to the Issuer's Form 8-K filed with the U.S. Securities and

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Exchange Commission on January 24, 2007, the principal executive offices of the Issuer are located at 4/F Zhongdian Information Tower, 6 Zhongguancun South Street, Haidian District, Beijing 100086, People's Republic of China.

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ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following final paragraph as follows:

On February 16, 2007, Fidelity Asia Ventures Fund L.P., a Bermuda limited partnership, and Fidelity Asia Principals Fund L.P., a Bermuda limited partnership (each a "Purchaser" and collectively "Purchasers") and Lenovo IT Alliance Limited, a British Virgin Islands corporation ("Lenovo IT Alliance"), entered into the Stock Purchase Agreement, pursuant to which, the Purchasers acquired an aggregate of 710,618 shares of Common Stock of the Issuer from Lenovo IT Alliance. The transaction decreased Lenovo IT Alliance's direct beneficial ownership, as well as the indirect beneficial ownership of Lenovo Group Limited ("Lenovo"), Lenovo Holdings (BVI) Limited ("Lenovo Holdings"), and Lenovo Sysware Limited ("Lenovo Sysware"), to 4,113,027 shares of Common Stock of the Issuer respectively. The foregoing description of the Stock Purchase Agreement is a summary and all statements made herein related to the Stock Purchase Agreement are qualified in their entirety by reference to the complete text of the Stock Purchase Agreement, which is filed as Exhibit F hereto and is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated as follows:

The information set forth in Item 4 hereof is hereby incorporated by reference into this Item 5.

(a)-(b) Set forth in the table below is the number and percentage of shares of Common Stock of the Issuer beneficially owned by each Reporting Person as of February 23, 2007.

NAME	NUMBER OF SHARES BENEFICIALLY OWNED WITH SOLE VOTING AND DISPOSITIVE POWER	NUMBER OF SHARES BENEFICIALLY OWNED WITH SHARED VOTING AND DISPOSITIVE POWER	AGGREGATE NUMBER OF SHARE BENEFICIALLY OWNE
Lenovo (2)	0	4,113,027	4,11
Lenovo Holdings(3)	0	4,113,027	4,11
Lenovo Sysware (4)	0	4,113,027	4,11
Lenovo IT Alliance	0	4,113,027	4,11

(1) The percentages of Common Stock indicated in this table are based on the number of outstanding shares of Common Stock as of December 31, 2007 reported in the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on January 24, 2007.

(2) Lenovo may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer because Lenovo IT Alliance, which is the record owner of the shares of Common Stock, is Lenovo's indirect wholly-owned subsidiary.

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(3) Lenovo Holdings may be deemed to be the beneficial owner of the shares of Common Stock of the Issuer because Lenovo IT Alliance, which is the record owner of the shares of Common Stock, is Lenovo Holdings' indirect wholly-owned subsidiary.

(4) Lenovo Sysware may be deemed to be the beneficial owner of the shares of Common

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Stock of the Issuer because Lenovo IT Alliance, which is the record owner of the shares of Common Stock, is Lenovo Sysware's wholly-owned subsidiary.

ITEM 6

Item 6 is hereby amended and restated as follows:

The information set forth in Item 4 hereof is incorporated herein by reference. The foregoing description of the Stock Purchase Agreement is a summary and all statements made herein related to the Stock Purchase Agreement are qualified in their entirety by reference to the complete text of the Stock Purchase Agreement, which is filed as Exhibit F hereto and is incorporated herein by reference.

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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 23, 2007

LENOVO GROUP LIMITED

/s/ Eric Mok

Name: Eric Mok
Title: Company Secretary

LENOVO HOLDINGS (BVI) LIMITED

/s/ Eric Mok

Name: Eric Mok
Title: Company Secretary

LENOVO SYSWARE LIMITED

/s/ Eric Mok

Name: Eric Mok
Title: Company Secretary

LENOVO IT ALLIANCE LIMITED

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/s/ Eric Mok

 Name: Eric Mok
 Title: Company Secretary

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SCHEDULE A

Executive Officers and Directors of Lenovo, Lenovo Holdings, Lenovo Sysware and
 Lenovo IT Alliance:

NAME	CITIZENSHIP	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	BUSINESS ADDRESS
Ms. Xuezheng Ma	Chinese	Executive Director of Lenovo Group Limited, Director of Lenovo Holdings (BVI) Limited, Lenovo Sysware Limited and Lenovo IT Alliance Limited	23/F., Lincoln House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong
Ms. Xiaoyan Wang	Chinese	Director of Lenovo Holdings (BVI) Limited, Lenovo Sysware Limited and Lenovo IT Alliance Limited	No.6 Chuang Ye Road, Haidian District, Beijing, People's Republic of China 100085
Mr. Yuanqing Yang	Chinese	Executive Director of Lenovo Group Limited	500 Park Offices Drive Hwy 54 Research Triangle Park, NC 27709, U.S.A.
Mr. William J. Amelio	United States	Executive Director of Lenovo Group Limited	500 Park Offices Drive Hwy 54 Research Triangle Park, NC 27709, U.S.A.

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EXHIBIT INDEX

Exhibit A - Agreement among Lenovo Group Limited, Lenovo Holdings (BVI) Limited, Lenovo Sysware Limited and Lenovo IT Alliance Limited, dated February 21, 2006, to file this Statement jointly on behalf of each of them.+

Exhibit B - Acquisition Agreement, dated as of July 27, 2004, by and between AsiaInfo Holdings, Inc. and Lenovo Group Limited.+

Exhibit C - Supplement and Amendment No. 1 to Acquisition Agreement, dated October 1, 2004, by and between AsiaInfo Holdings, Inc. and Lenovo Group Limited.+

Exhibit D - Forward Contract, dated as of October 19, 2004, by and between Bonson Information Technology Limited and Lenovo IT Alliance Limited.+

Exhibit E - Settlement Agreement, dated as of January 24, 2007, by and between

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AsiaInfo Holdings, Inc. and Lenovo Group Limited.++

Exhibit F - Stock Purchase Agreement, dated as of February 16, 2007, by and between Fidelity Asia Ventures Fund L.P. and Fidelity Asia Principals Fund L.P., and Lenovo IT Alliance Limited

+Filed with the Securities and Exchange Commission as an exhibit to the Statement on Schedule 13D on February 21, 2006 and incorporated by reference herewith.

++Filed with the Securities and Exchange Commission as an exhibit to Amendment No. 2 to the Statement on Schedule 13D on February 13, 2007 and incorporated by reference herewith.