

SHANDA INTERACTIVE ENTERTAINMENT LTD

Form SC 13G/A

January 31, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

**Shanda Interactive Entertainment Limited**

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(Name of Issuer)

**Ordinary shares, par value US\$0.001 per share**

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(Title of Class of Securities)

**81941Q203 (\*\*)**

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(CUSIP Number)

**December 31, 2011**

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(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 Instructions).

CUSIP No.: 81941Q203 (\*\*)

1	NAME OF REPORTING PERSON
	Orbis Investment Management Limited
	("OIML"), Orbis Asset Management
	Limited ("OAML"), Orbis Investment

Management (B.V.I.) Limited ("OIML BVI")

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ☒

(b) ☐

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

OAML and OIML are companies organized under the laws of Bermuda. OIML BVI is a company organized under the laws of the British Virgin Islands.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER  
13,802,568

6

SHARED VOTING POWER  
0

7

SOLE DISPOSITIVE POWER  
13,802,568

8

SHARED DISPOSITIVE POWER  
0

9

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

OIML 10,986,746; OAML 49,602;  
OIML BVI 2,766,220

10

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

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

12.21%

12

TYPE OF REPORTING PERSON  
OO (OAML), FI (OIML and OIML BVI)

CUSIP No.: 81941Q203 (\*\*)

ITEM 1(a).

SCHEDULE 13G

NAME OF  
ISSUER:

Shanda  
Interactive  
Entertainment  
Limited

ITEM 1(b). ADDRESS OF  
ISSUER'S  
PRINCIPAL  
EXECUTIVE  
OFFICES:

208 Juli Road,  
Pudong New  
Area  
Shanghai  
201203  
People's  
Republic of  
China

ITEM 2(a). NAME OF  
PERSON  
FILING:

Orbis  
Investment  
Management  
Limited  
("OIML"), Orbis  
Asset  
Management  
Limited  
("OAML"),  
Orbis  
Investment  
Management  
(B.V.I.) Limited  
("OIML BVI")

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

Orbis House, 25  
Front Street,  
Hamilton,  
HM11, Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and  
OIML are  
companies  
organized under  
the laws of  
Bermuda. OIML  
BVI is a  
company  
organized under  
the laws of the  
British Virgin  
Islands.

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:  
  
Ordinary shares,  
par value  
US\$0.001 per  
share

ITEM 2(e). CUSIP  
NUMBER:  
  
81941Q203 (\*\*)

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK  
WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML and OIML BVI  
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: Equivalent to IA (only for OIML and OIML BVI)

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:

OIML 10,986,746; OAML 49,602; OIML BVI 2,766,220

(b) Percent of class:

12.21%

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

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

13,802,568

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

0

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

13,802,568

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

0

ITEM 5. OWNERSHIP OF  
FIVE PERCENT OR  
LESS OF A CLASS:

If this statement is  
being filed to report  
the fact that as of the  
date hereof the  
reporting person has  
ceased to be the  
beneficial owner of  
more than five  
percent of the class of  
securities, check the  
following [ ☐ ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

Other persons have  
the right to receive  
and the power to  
direct the receipt of  
dividends from, or  
the proceeds from the  
sale of 10,986,746  
ordinary shares of  
Shanda Interactive  
Entertainment  
Limited, beneficially  
owned by Orbis

Investment  
Management  
Limited. Another  
person has the right  
to receive and the  
power to direct the  
receipt of dividends  
from, or the proceeds  
from the sale of  
2,766,220 ordinary  
shares of Shanda  
Interactive  
Entertainment  
Limited, beneficially  
owned by Orbis  
Investment  
Management (B.V.I.)  
Limited. Other  
persons have the right  
to receive and the  
power to direct the  
receipt of dividends  
from, or the proceeds  
from the sale of  
49,602 ordinary  
shares of Shanda  
Interactive  
Entertainment  
Limited, beneficially  
owned by Orbis Asset  
Management  
Limited.

IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
ITEM 7. WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

IDENTIFICATION  
AND  
ITEM 8. CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

Orbis Investment Management Limited ("OIML"), Orbis Investment Management (B.V.I) Limited ("OIML BVI") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML, OIML BVI and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person. OIML is the beneficial owner of 10,986,746 ordinary shares or 9.72% of the 113,030,000 ordinary shares of Shanda Interactive Entertainment Limited believed to be outstanding. OIML BVI is the beneficial owner of 2,766,220 ordinary shares or 2.45% of the 113,030,000

ordinary shares of  
Shanda Interactive  
Entertainment  
Limited believed to  
be outstanding.

OAML is the  
beneficial owner of  
49,602 ordinary  
shares or 0.04% of  
the 113,030,000  
ordinary shares of  
Shanda Interactive  
Entertainment  
Limited believed to  
be outstanding.

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the foreign  
regulatory scheme  
applicable to Orbis  
Investment  
Management Limited  
and Orbis Investment  
Management (B.V.I)  
Limited are  
substantially  
comparable to the  
regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission  
staff, upon request,  
information that  
would otherwise be  
disclosed in a  
Schedule 13D.



## 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

Orbis Investment Management Limited

Orbis Investment Management (B.V.I.) Limited

Orbis Asset Management Limited

/s/ James J. Dorr

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Signature

James J. Dorr, General Counsel

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 81941Q203 (\*\*)

Exhibit A

CUSIP No 81941Q203 (\*\*) - The CUSIP number applies to the Issuer's American Depositary Shares, each representing 2 ordinary shares.

CUSIP No.: 81941Q203 (\*\*) -

Beneficial ownership of ordinary shares included on this form previously reflected beneficial ownership held through American Depositary Shares (ADSs). The ADSs have been converted into the underlying ordinary shares. Each of the funds which directly holds ordinary shares is objecting to Shanda Interactive Entertainment Limiteds proposed merger pursuant to Section 238(2) of the Cayman Islands Companies Law (2011 Revision) as amended from time to time.