21Vianet Group, Inc.
Form 20-F/A
April 26, 2013

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# Amendment No. 1

# to

# FORM 20-F

**(Mark One)**

¨   **REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

x   **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2012.**

**OR**

¨   **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

¨  **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report _____**

**For the transition period from _____ to _____**

**Commission file number: 001-35126**

# 21Vianet Group, Inc.

**(Exact Name of Registrant as Specified in Its Charter)**

**N/A**

**(Translation of Registrant s Name into English)**

**Cayman Islands**

**(Jurisdiction of Incorporation or Organization)**

**M5, 1 Jiuxianqiao East Road,**

**Chaoyang District**

**Beijing, 100016**

**The People s Republic of China**

**(Address of Principal Executive Offices)**

**Mr. Shang-Wen Hsiao, President and Chief Financial Officer**

**21Vianet Group, Inc.**

**M5, 1 Jiuxianqiao East Road,**

**Chaoyang District**

**Beijing, 100016**

**The People s Republic of China**

**Phone: (86) 10 8456-2121**

**Facsimile: (86) 10 8456-2619**

**(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)**

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

| Title of each class | Name of exchange on which registered |
|---|---|
| American Depositary Shares, each representing six Class A ordinary shares, par value US$0.00001 per share | NASDAQ Global Market |
| Class A ordinary shares, par value US$0.00001 per share* | |

\* Not for trading, but only in connection with the listing on the NASDAQ Global Market of the American Depositary Shares

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**None**

**(Title of Class)**

Indicate the number of outstanding shares of each of the Issuer s classes of capital or common stock as of the close of the period covered by the annual report: 282,959,863 Class A ordinary shares and 64,038,642 Class B ordinary shares, par value US$0.00001 per share, as of December 31, 2012.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.    Yes ¨    No x

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.    Yes ¨    No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.    Yes x    No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).    Yes x    No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨          Accelerated filer  x          Non-accelerated filer  ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP  x          International Financial Reporting Standards as issued                                        Other  ¨

by the International Accounting Standards Board  ¨

If   Other   has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  ¨ Item 18  ¨

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes  ¨   No  x

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.   Yes  ¨   No  ¨

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to our Annual Report on Form 20-F for the fiscal year ended December 31, 2012 ( the 2012 Form 20-F ), as originally filed with the Securities and Exchange Commission on April 19, 2013, is to furnish Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T.

Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any other item of the 2012 Form 20-F, or reflect any events that have occurred after the 2012 Form 20-F was originally filed.

**PART III**

ITEM 19.    EXHIBITS

| | |
|---|---|
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase Document |

(1)*  Furnished herewith.

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## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to Form 20-F on its behalf.

21Vianet Group, Inc.

By:   /s/ Sheng Chen
Name:  Sheng Chen
Title:  Chairman of Board of Directors and Chief Executive Officer

Date: April 26, 2013

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