

51JOB, INC.  
Form SC 13G  
January 28, 2008

OMB APPROVAL  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

(Amendment No. \_\_\_\_\_) \*

51job, Inc.

(Name of Issuer)

American Depositary Shares, each representing two common shares,  
par value \$0.0001 per share

(Title of Class of Securities)

316827104

(Cusip Number)

January 17, 2008

(Date of Event which Requires Filing of this Statement)

Edgar Filing: 51JOB, INC. - Form SC 13G

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 the Notes).

(Continued on following pages)

Page 1 of 42 Pages

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13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Noonday Asset Management, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 1,430,579 ADR Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES

BENEFICIALLY

6

OWNED BY

1,430,579

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IA, PN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Noonday G.P. (U.S.), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Noonday Capital, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

David I. Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Saurabh K. Mittal

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

India

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Noonday Asset Management Asia Pte. Ltd.

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Singapore

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY **7**  
1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**  
-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

G. Raymond Zage III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Noonday Capital Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

**2**

(b) \*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Delaware

**SOLE VOTING POWER**

NUMBER OF

**5**

-0-

**SHARED VOTING POWER**

SHARES

BENEFICIALLY

**6**

OWNED BY

21,500

**SOLE DISPOSITIVE POWER**

EACH

**7**

-0-

**SHARED DISPOSITIVE POWER**

REPORTING

PERSON WITH

**8**

21,500

**9**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

21,500

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

**10**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

0.1%

TYPE OF REPORTING PERSON (See Instructions)

**12**

OO

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

California

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

271,700  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

271,700

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

271,700

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**1.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

136,600  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

136,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

136,600

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.5%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

NUMBER OF 5

-0-  
SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

18,900  
SOLE DISPOSITIVE POWER

EACH 7

-0-  
SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

18,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

18,900

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.1%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

9,700 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

9,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

9,700

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

New York

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES BENEFICIALLY **6**

OWNED BY

7,000  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

7,000

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

7,000

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

**Farallon Capital Offshore Investors II, L.P.**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

Cayman Islands

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

218,300  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

218,300

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

218,300

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

**0.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**PN**

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

746,879 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

746,879

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

746,879

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

*2.7%*

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

**IA, OO**



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY

6

OWNED BY

683,700

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING PERSON WITH

8

683,700

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

683,700

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

2.4%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

OO

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 1,430,579 ADR Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  [ ]

**2**

(b)  [ X ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

**Douglas M. MacMahon**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

**\*\* The reporting persons making this filing hold an aggregate of 1,430,579 ADR Shares, which is 5.1% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.**

**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

**-0-**  
**SHARED VOTING POWER**

SHARES BENEFICIALLY OWNED BY **6**

**1,430,579**  
**SOLE DISPOSITIVE POWER**

EACH **7**

**-0-**  
**SHARED DISPOSITIVE POWER**

REPORTING PERSON WITH **8**

**1,430,579**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

**1,430,579**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

William F. Mellin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

2

(b) [ X ]\*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

-0- SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

1,430,579 SOLE DISPOSITIVE POWER

EACH 7

-0- SHARED DISPOSITIVE POWER

REPORTING PERSON WITH 8

1,430,579

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

**Jason E. Moment**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  [ ]

**2**

(b)  [ X ]\*\*

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**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

**-0-**  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

**1,430,579**  
**SOLE DISPOSITIVE POWER**

EACH **7**

**-0-**  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

**1,430,579**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

**1,430,579**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN



13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Ashish H. Pant

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  [ ]

**2**

(b)  [ X ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

India

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY **7**  
1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**  
-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

**Rajiv A. Patel**

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  [ ]

**2**

(b)  [ X ]\*\*

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**SEC USE ONLY**

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Derek C. Schrier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Andrew J. M. Spokes

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United Kingdom

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN



13G

CUSIP No. 316827104

NAMES OF REPORTING PERSONS

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

1

Thomas F. Steyer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARED VOTING POWER

SHARES  
BENEFICIALLY

6

OWNED BY

1,430,579

SOLE DISPOSITIVE POWER

EACH

7

-0-

SHARED DISPOSITIVE POWER

REPORTING  
PERSON WITH

8

1,430,579

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,430,579

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES (See Instructions)

**10**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

5.1%

TYPE OF REPORTING PERSON (See Instructions)

**12**

IN

13G

CUSIP No. 316827104

**NAMES OF REPORTING PERSONS**

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

**1**

Mark C. Wehrly

**CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)  ]

**2**

(b)  ]\*\*

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SEC USE ONLY

**3**

**CITIZENSHIP OR PLACE OF ORGANIZATION**

**4**

United States

**SOLE VOTING POWER**

NUMBER OF **5**

-0-  
**SHARED VOTING POWER**

SHARES  
BENEFICIALLY **6**

OWNED BY

1,430,579  
**SOLE DISPOSITIVE POWER**

EACH **7**

-0-  
**SHARED DISPOSITIVE POWER**

REPORTING  
PERSON WITH **8**

1,430,579

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**9**

1,430,579

**CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**10**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)**

**11**

5.1%

**TYPE OF REPORTING PERSON (See Instructions)**

**12**

IN

Item 1. Issuer

(a) Name of Issuer:

51job, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

Building 3, No. 1387, Zhang Dong Road, Shanghai 201203, People's Republic of China

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to the American Depositary Shares, each representing two common shares, par value \$0.0001 per share (the "ADR Shares"), of the Company. The CUSIP number of the ADR Shares is 316827104 .

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Noonday Sub-adviser Entities

- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser<sup>1</sup> to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the ADR Shares held by the Funds and the Managed Accounts;
- (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser<sup>1</sup> to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the ADR Shares held by the Funds and the Managed Accounts;

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- (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the ADR Shares held by the Funds and the Managed Accounts; and

---

<sup>1</sup> The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Third Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Third Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts.

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- (iv) Noonday Asset Management Asia Pte. Ltd., a company incorporated under the laws of Singapore which is a sub-investment adviser<sup>1</sup> to each of the Funds and the Managed Accounts (the “Third Noonday Sub-adviser”), with respect to all of the ADR Shares held by the Funds and the Managed Accounts.

The First Noonday Sub-adviser, the Second Noonday Sub-adviser, the Noonday General Partner and the Third Noonday Sub-adviser are together referred to herein as the “Noonday Sub-adviser Entities.”

### The Noonday Managing Members or Directors

- (v) David I. Cohen (“Cohen”), Saurabh K. Mittal (“Mittal”) and Andrew J. M. Spokes (“Spokes”), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the ADR Shares held by the Funds and the Managed Accounts; and
- (vi) G. Raymond Zage III (“Zage”), the managing director and chief executive officer of the Third Noonday Sub-adviser, with respect to all of the ADR Shares held by the Funds and the Managed Accounts.

Cohen, Mittal, Spokes (in his capacity as managing member of both the First Noonday Sub-adviser and the Noonday General Partner) and Zage are referred to herein as the “Noonday Individual Reporting Persons.”

### The Noonday Fund

- (vii) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the “Noonday Fund”), with respect to the ADR Shares held by it.

### The Farallon Funds

- (viii) Farallon Capital Partners, L.P., a California limited partnership (“FCP”), with respect to the ADR Shares held by it;
- (ix) Farallon Capital Institutional Partners, L.P., a California limited partnership (“FCIP”), with respect to the ADR Shares held by it;
- (x) Farallon Capital Institutional Partners II, L.P., a California limited partnership (“FCIP II”), with respect to the ADR Shares held by it;
- (xi) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership (“FCIP III”), with respect to the ADR Shares held by it;
- (xii) Tincum Partners, L.P., a New York limited partnership (“Tincum”), with respect to the ADR Shares held by it; and

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- (xiii) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership (“FCOI II”), with respect to the ADR Shares held by it.



FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the “Farallon Funds.” The Noonday Fund and the Farallon Funds are together referred to herein as the “Funds.”

The Management Company

- (xiv) Farallon Capital Management, L.L.C., a Delaware limited liability company (the “Management Company”), with respect to the ADR Shares held by certain accounts managed by the Management Company (the “Managed Accounts”).

The Farallon General Partner

- (xv) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the “Farallon General Partner”), with respect to the ADR Shares held by each of the Funds.

The Farallon Managing Members

- (xvi) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the ADR Shares held by the Funds and the Managed Accounts: William F. Duhamel (“Duhamel”), Richard B. Fried (“Fried”), Monica R. Landry (“Landry”), Douglas M. Mahon (“MacMahon”), William F. Mellin (“Mellin”), Stephen L. Millham (“Millham”), Jason E. Moment (“Moment”), Ashish H. Pant (“Pant”), Rajiv A. Patel (“Patel”), Derek C. Schrier (“Schrier”), Andrew J. M. Spokes (“Spokes”), Thomas F. Steyer (“Steyer”), and Mark C. Wehrly (“Wehrly”).

Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes (in his capacity as managing member of the Farallon General Partner and the Management Company), Steyer, and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.” The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the “Individual Reporting Persons.”

The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal, Pant and Spokes is a citizen of the United States. Mittal and Pant are citizens of India. Spokes is a citizen of the United Kingdom. The address of the principal business office of the First Noonday Sub-adviser, the Second Noonday Sub-adviser, the Noonday General Partner and the Noonday Individual Reporting Persons (other than Zage) is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the Third Noonday Sub-adviser and Zage is c/o Noonday Asset Management Asia Pte. Ltd., 250 North Bridge Road, 31-01 Raffles City Tower, Singapore, 179101. The address of the principal business office of each of the Reporting Persons other than

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the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether The

Person Filing Is An Entity Specified In (a) - (j):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box. x

Item 4. Ownership

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

The ADR Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Third Noonday Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may be deemed to be the beneficial owner of all such ADR Shares owned by the Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such ADR Shares owned by the Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members or managing director/chief executive officer with the power to exercise investment discretion with respect to the First Noonday Sub-adviser, the Second Noonday Sub-adviser, the Noonday General Partner and the Third Noonday Sub-adviser, as applicable, may each be deemed to be the beneficial owner of all such ADR Shares owned by the Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such ADR Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such ADR Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such ADR Shares owned by the Funds and the Managed Accounts. **Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such ADR Shares.**

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.

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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

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2008

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY ASSET MANAGEMENT ASIA PTE. LTD.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

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FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer, Mark C. Wehrly and G. Raymond Zage III

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The Power of Attorney executed by each of Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which was filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005 by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005 by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer, and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference. The Power of Attorney executed by each of Noonday Asset Management Asia Pte. Ltd. and Zage authorizing Landry to sign and file this Schedule 13G on its or his behalf is filed herewith as Exhibit 2.

EXHIBIT INDEX

EXHIBIT 1  
EXHIBIT 2

Joint Acquisition Statement Pursuant to Section 240.13d-1(k)  
Powers of Attorney for Noonday Asset Management Asia Pte. Ltd.  
and G. Raymond Zage III



EXHIBIT 1

to

SCHEDULE 13G

JOINT ACQUISITION STATEMENT

PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 28, 2008

/s/ Monica R. Landry

NOONDAY CAPITAL, L.L.C.,

On its own behalf and as the General Partner of

NOONDAY ASSET MANAGEMENT, L.P.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY G.P. (U.S.), L.L.C.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

NOONDAY ASSET MANAGEMENT ASIA PTE. LTD.

By Monica R. Landry, Attorney-in-fact

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf,

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

and as the Managing Member of

NOONDAY CAPITAL PARTNERS, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of David I. Cohen, William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer, Mark C. Wehrly and G. Raymond Zage III

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EXHIBIT 2

to

SCHEDULE 13G

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Mark C. Wehrly and Andrew J. M. Spokes its true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, Form 13F, any amendments thereto or any related documentation (together the "Filing Documentation") which may be required to be filed in its capacity as sub-investment adviser to certain accounts managed by Farallon Capital Management, L.L.C. and certain partnerships for which Farallon Partners, L.L.C. serves as the general partner, and granting unto each said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing which it might or could do, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Mark C. Wehrly and Andrew J. M. Spokes under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file the Filing Documentation unless revoked earlier in writing.

Date: November 13, 2007

Noonday Asset Management (Asia) Pte. Ltd.

By: /s/ G Raymond Zage III

Name: G Raymond Zage III

Title: Managing Director

POWER OF ATTORNEY

The undersigned hereby appoints each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly his true and lawful attorney-in-fact and agent to execute and file with the Securities and Exchange Commission any Schedule 13D, Schedule 13G, any amendments thereto or any related documentation (together the "Filing Documentation") which may be required to be filed in his individual capacity as a result of the undersigned's position as a managing director and CEO of Noonday Asset Management Asia Pte. Ltd., and grants unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. The authority of each of Monica R. Landry, Thomas F. Steyer and Mark C. Wehrly under this Power of Attorney shall continue with respect to the undersigned until the undersigned is no longer required to file the Filing Documentation unless revoked earlier in writing. The undersigned hereby revokes any and all prior Powers of Attorney, if any, executed by the undersigned in his capacity as a managing director and CEO of Noonday Asset Management Asia Pte. Ltd.

Date: January 25, 2008

By: /s/ G. Raymond Zage III

Name: G. Raymond Zage III