

Feihe International Inc  
 Form 4  
 June 28, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGAN STANLEY**

(Last) (First) (Middle)  
 1585 BROADWAY  
 (Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Feihe International Inc [ADY]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/27/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)

See Remarks Below

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)           | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |   |                         |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-------------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |                         |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |   |                         |
| Common Stock, \$0.001 par value per share | 06/27/2013                           |  | J <sup>(1)</sup>               | 81,565  | D   | \$ 7.4   | 0                                 | I | See Footnote <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |                   |
|---|---------------|-----------|---------|-------------------|
|   | Director      | 10% Owner | Officer | Other             |
| MORGAN STANLEY<br>1585 BROADWAY<br>NEW YORK, NY 10036 |               |           |         | See Remarks Below |

## Signatures

/s/ Christina Huffman, Title: Authorized Signatory  
Date: 06/28/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On June 27, 2013, Feihe International, Inc. (the "Issuer") completed the merger pursuant to that certain Agreement and Plan of Merger dated as of March 3, 2013 (the "Merger Agreement"), by and among the Issuer, Diamond Infant Formula Holding Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands ("Holdco"), Platinum Infant Formula Holding Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands ("Parent"), and Infant Formula Merger Sub Holding Inc., a Utah corporation and a wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. As a result of the Merger, Morgan Stanley's shares of Issuer Common Stock were converted into the right to receive the consideration payable in the Merger of \$7.40 in cash per share.

(2) Morgan Stanley may be deemed to beneficially own shares of Common Stock beneficially owned by operating units (collectively, the "MS Reporting Units") of Morgan Stanley, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with Securities and Exchange Commission Release No. 34-39538 (1/12/98). Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by MS that it is the beneficial owner of any such shares of Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose, and MS expressly disclaims the beneficial ownership thereof except to the extent of its pecuniary interest therein, if any.

**Remarks:**

Morgan Stanley and Mr. You-Bin Leng may be considered members of a group beneficially owning more than 10% of the Co

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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