

Giant Interactive Group Inc.
Form SC 13D/A
July 21, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934*

(Amendment No. 6)

Giant Interactive Group Inc.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

374511103**

(CUSIP Number)

Mark Beckett

Baring Private Equity Asia V Holding (12) Limited

1 Raffles Place

#29-02 One Raffles Place

Singapore 048616

(65) 6593-3710

with copies to:

Patrick Cordes

Baring Private Equity Asia Limited

3801 Two International Finance Centre

8 Finance Street

Central, Hong Kong

(Facsimile) (852) 2843-9372

Akiko Mikumo

Weil, Gotshal & Manges LLP

29/F, Alexandra House

18 Chater Road, Central

Hong Kong

(852) 3476-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 18, 2014

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

Edgar Filing: Giant Interactive Group Inc. - Form SC 13D/A

* 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 disclosures provided in a prior cover page.

** CUSIP number of the American Depositary Shares, each representing one Ordinary Share.

The information required on 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).

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

Baring Private Equity Asia V Holding (12) Limited

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

WC

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

British Virgin Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

CO

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

The Baring Asia Private Equity Fund V, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

OO

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

PN

3

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

The Baring Asia Private Equity Fund V Co-Investment L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

Baring Private Equity Asia GP V, L.P.

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

PN

5

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

Baring Private Equity Asia GP V Limited

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

reporting 0
9 Sole dispositive power

person

with 0

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

CO

6

SCHEDULE 13D

CUSIP No. 374511103

1 Name of reporting person

Jean Eric Salata

2 Check the appropriate box if a member of a group

(a) (b)

3 SEC use only

4 Source of funds

5 Check box if disclosure of legal proceeding is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization

Chile

Number of 7 Sole voting power
shares

beneficially 0
8 Shared voting power
owned by

each 0
9 Sole dispositive power
reporting

person
with 0
10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

0

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0%

14 Type of reporting person (see instructions)

IN

7

This Amendment No. 6 (this **Amendment**) is filed to amend and supplement the Schedule 13D filed by the Reporting Persons named therein with the Securities and Exchange Commission on December 3, 2013 (the **Original Schedule**), which Original Schedule was subsequently amended (the Original Schedule as amended by Amendments No. 1 through 5, the **Schedule 13D**), with respect to Giant Interactive Group Inc. (the **Issuer**). Except as specifically amended and supplemented by this Amendment, the Schedule 13D remains in full force and effect. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented by adding the following:

On July 14, 2014, an extraordinary general meeting of the shareholders of the Issuer was held at 10:00 a.m. (Hong Kong time), at the offices of O Melveny & Myers, 31st Floor, AIA Central, 1 Connaught Road Central, Hong Kong. At the extraordinary general meeting, the shareholders of the Issuer voted to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, and the proposal to authorize the directors to do all things necessary to give effect to the Merger Agreement.

On July 18, 2014, the Issuer and Merger Sub filed a plan of merger with the Cayman Islands Registrar of Companies, which was registered by the Cayman Islands Registrar of Companies as of July 18, 2014, pursuant to which the Merger became effective on July 18, 2014. As a result of the Merger, the Issuer ceased to be a publicly traded company and became wholly owned by Parent.

At the effective time of the Merger, each Ordinary Share issued and outstanding immediately prior to the effective time of the Merger was cancelled and converted into the right to receive US\$12.00, and because each of the ADSs represents one Ordinary Share, each ADS issued and outstanding immediately prior to the effective time of the Merger was cancelled and represents the right to surrender such ADS in exchange for US\$12.00 (less US\$0.05 per ADS cancellation fees pursuant to the terms of the deposit agreement, dated as of November 6, 2007, among the Issuer, Citibank, N.A., in its capacity as the ADS depository, and the holders and beneficial owners of ADSs issued thereunder), in each case, in cash, without interest and net of any applicable withholding taxes. Notwithstanding the foregoing, the following Ordinary Shares (including such Ordinary Shares represented by ADSs) were cancelled at the effective time of the Merger but were not converted into the right to receive the consideration described in the immediately preceding sentence: (a) 58,224,305 Ordinary Shares held by Union Sky, 11,800,000 Ordinary Shares held by Baring (12) and the Ordinary Shares held by Parent, the Issuer or any of their subsidiaries immediately prior to the effective time of the Merger, which were cancelled without payment of any consideration or distribution therefor; and (b) 37,500,000 Ordinary Shares held by Union Sky immediately prior to the effective time of the Merger, which were cancelled in exchange for Union Sky's right to receive a promissory note to be issued by the Issuer as the surviving company in the Merger in principal amount of US\$450,000,000, which is equal to the product of (i) 37,500,000 and (ii) US\$12.00, which note bears simple interest at 2.0% per annum.

In addition to the foregoing, at the effective time of the Merger, (i) each option to purchase Ordinary Shares granted under the Issuer's 2007 Performance Incentive Plan and the Employee Share Option Scheme (collectively, the **Share Incentive Plans**) that was issued and outstanding immediately prior to the effective time of the Merger, whether vested or unvested, was cancelled and converted into the right to receive, as soon as practicable after the effective time of the Merger (and in any event no more than five business days after the effective time of the Merger), an amount equal to the product of the total number of Ordinary Shares issuable under such option immediately prior to the effective time of the Merger multiplied by the excess of US\$12.00 over the exercise price payable per Ordinary Share under such option, in cash, without interest and net of any applicable withholding taxes, and (ii) each restricted Ordinary Share awarded under the Share Incentive Plans that was issued and outstanding (and with respect to which the restrictions had not lapsed) immediately prior to the effective time of the Merger was cancelled and converted into the right to receive, as soon as practicable after the effective time of the Merger (and in any event no more than five business days

after the effective time of the Merger), an amount equal to US\$12.00, in cash, without interest and net of any applicable withholding taxes.

Upon the consummation of the Merger, the Issuer became a wholly-owned subsidiary of Parent and the separate corporate existence of Merger Sub ceased. As a result of the Merger, the ADSs ceased to trade on the New York Stock Exchange (the NYSE) following the close of trading on July 18, 2014 and became eligible for delisting from the NYSE and termination of registration pursuant to Rules 12g-4(a)(1) and 12h-3(b)(1)(i) of the Securities Exchange Act of 1934, as amended.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- (a) (b) As of the date of this Amendment, the Reporting Persons do not beneficially own any Ordinary Shares or have any voting power or dispositive power over any Ordinary Shares.
- (c) Except as set forth in Item 4 of this Amendment, none of the Reporting Persons has effected any transactions in the Ordinary Shares during the past 60 days.
- (d) Not applicable.
- (e) July 18, 2014.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: July 21, 2014

Baring Private Equity Asia V Holding (12) Limited

By: /s/ Mark Beckett

Name: Mark Beckett

Title: Director

The Baring Asia Private Equity Fund V, L.P.

By: Baring Private Equity Asia GP V, L.P.
acting as its general partner

By: Baring Private Equity Asia GP V
Limited
acting as its general partner

By: /s/ Christian Wang Yuen

Name: Christian Wang Yuen

Title: Director

By: /s/ Ramesh Awatarsingh

Name: Ramesh Awatarsingh

Title: Director

The Baring Asia Private Equity Fund V Co-Investment L.P.

By: Baring Private Equity Asia GP V, L.P.
acting as its general partner

By: Baring Private Equity Asia GP V
Limited
acting as its general partner

By: /s/ Christian Wang Yuen

Name: Christian Wang Yuen

Title: Director

By: /s/ Ramesh Awatarsingh

Name: Ramesh Awatarsingh

Title: Director

Baring Private Equity Asia GP V, L.P.

By: Baring Private Equity Asia GP V
Limited
acting as its general partner

By: /s/ Christian Wang Yuen
Name: Christian Wang Yuen
Title: Director

By: /s/ Ramesh Awatarsingh
Name: Ramesh Awatarsingh
Title: Director

Baring Private Equity Asia GP V Limited

By: /s/ Christian Wang Yuen
Name: Christian Wang Yuen
Title: Director

By: /s/ Ramesh Awatarsingh
Name: Ramesh Awatarsingh
Title: Director

/s/ Jean Eric Salata
Jean Eric Salata