

Tarena International, Inc.
Form SC 13D
June 22, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934

Tarena International, Inc.
(Name of Issuer)

Class A Ordinary Shares, par value \$0.001 per share
(Title of Class of Securities)

G8675B 105
(CUSIP Number)

David J. Sorkin, Esq.
Kohlberg Kravis Roberts & Co. L.P
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New York, New York 10019
Telephone: (212) 750-8300

with a copy to:

John E. Lange, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Hong Kong Club Building, 12th Floor
3A Chater Road, Central
Hong Kong
Telephone: +852-2846-0300

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

June 13, 2015
(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 240.13d-7(b) for other parties to whom copies are to be sent.

CUSIP No. G8675B 105 SCHEDULE 13D Page 2 of 26

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Talent Fortune Investment Limited

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

6,826,263 Shares

NUMBER OF
SHARES

8 SHARED VOTING POWER

BENEFICIALLY
OWNED BY EACH

16,219,762 Shares¹

REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER

6,826,263 Shares

10 SHARED DISPOSITIVE POWER

16,219,762 Shares¹

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,046,025 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.4% of Class A Ordinary Shares²

14 TYPE OF REPORTING PERSON

CO

¹ Represents (i) 4,419,264 Class A Ordinary Shares reported to be held by Mr. Han as of February 28, 2015, (ii) 2,000,000 Class A Ordinary Shares that Connion has contracted to purchase and (iii) 9,800,498 Class A Ordinary Shares issuable upon conversion of the Class B Ordinary Shares with par value \$0.0001 per share reported to be held by Mr. Han as of February 28, 2015. The Reporting Persons expressly disclaim beneficial ownership over these shares.

² Based on 42,339,519 Class A Ordinary Shares, which represents the sum of (i) 23,712,758 Class A Ordinary Shares disclosed by the Issuer as outstanding as of February 28, 2015, (ii) 8,826,263 Class B Ordinary Shares that are to be converted to Class A Ordinary Shares in connection with this transaction, and (iii) 9,800,498 Class A Ordinary Shares issuable upon conversion of the Class B Ordinary Shares reported to be held by Mr. Shaoyun Han as of February 28, 2015 and which the Reporting Persons may be deemed to have beneficial ownership of.

CUSIP No. G8675B 105 SCHEDULE 13D Page 3 of 26

1 NAME OF REPORTING PERSON OR
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Talent Wise Investment Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.4% of Class A Ordinary Shares²

14 TYPE OF REPORTING PERSON

CO

CUSIP No. G8675B 105 SCHEDULE 13D Page 4 of 26

1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Talent Fortune Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CUSIP No. G8675B 105 SCHEDULE 13D Page 5 of 26

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KKR China Growth Fund L.P.

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CUSIP No. G8675B 105 SCHEDULE 13D Page 6 of 26

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KKR Associates China Growth L.P.

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