

Renren Inc.  
Form SC 13G/A  
February 13, 2014

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934\*  
(Amendment No. 1)**

**Renren Inc.**

(Name of Issuer)

**Class A Ordinary Shares, par value US\$0.001 per share**

(Title of Class of Securities)

**G75001100**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

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).

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|  |  |  |  |
|--|--|--|--|
| CUSIP No.  |  | G75001100  |  |
|  |  |  |  |
| 1  | Names of Reporting Persons<br>Joseph Chen  |  |  |
| 2  | Check the Appropriate Box if a Member of a Group   |  |  |
|  | (a)  | <input type="radio"/>                                    |  |
|  | (b)  | <input type="radio"/>                                    |  |
| 3  | SEC Use Only   |  |  |
| 4  | Citizenship or Place of Organization<br>United States  |  |  |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5  | Sole Voting Power<br>277,958,970 ordinary shares(1)      |  |
|  | 6  | Shared Voting Power<br>0                                 |  |
|  | 7  | Sole Dispositive Power<br>277,958,970 ordinary shares(1) |  |
|  | 8  | Shared Dispositive Power<br>0                            |  |
| 9  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>277,958,970 ordinary shares(1)   |  |  |
| 10   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>   |  |  |
| 11   | Percent of Class Represented by Amount in Row (9)<br>28.7% of the Class A ordinary shares(2) (or 25.2% of the total ordinary shares assuming conversion of all outstanding Class B ordinary shares into the same number of Class A ordinary shares). |  |  |
| 12   | Type of Reporting Person<br>IN   |  |  |

(1) Representing 100,000,000 Class A ordinary shares, 170,258,970 Class B ordinary shares and 7,700,000 options to purchase Class A ordinary shares exercisable within 60 days of December 31, 2013 held by Joseph Chen. Each Class B ordinary share is convertible into one Class A ordinary share at the option of the holder at any time. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote, whereas each Class B ordinary share is entitled to ten votes and is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

(2) Based on 790,273,872 Class A ordinary shares outstanding as of December 31, 2013 and assuming all Class B ordinary shares held by such reporting person are converted into the same number of Class A ordinary shares and all options exercisable within 60 days of December 31, 2013 are exercised.

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**Item 1(a).** Name of Issuer:  
Renren Inc.

**Item 1(b).** Address of Issuer's Principal Executive Offices:  
23/F, Jing An Center,  
  
8 North Third Ring Road East,  
  
ChaoYang District, Beijing 100028,  
  
The People's Republic of China

**Item 2(a).** Name of Person Filing:  
Joseph Chen

**Item 2(b).** Address of Principal Business Office or, if none, Residence:  
Joseph Chen  
  
23/F, Jing An Center,  
  
8 North Third Ring Road East,  
  
ChaoYang District, Beijing 100028,  
  
The People's Republic of China

**Item 2(c).** Citizenship:  
United States

**Item 2(d).** Title of Class of Securities:  
Class A Ordinary Shares. Each Class B ordinary share held by the reporting person is convertible into one Class A ordinary share at the option of the holder at any time.

**Item 2(e).** CUSIP No.:  
G75001100

**Item 3.** Not Applicable

**Item 4.****Ownership**

The following information with respect to the ownership of the Ordinary Shares of the issuer by the reporting persons is provided as of December 31, 2013. The table below is prepared based on 790,273,872 shares of Class A Ordinary Shares and 305,388,450 shares of Class B Ordinary Shares outstanding at December 31, 2013:

| Reporting Person: Joseph Chen                                | Class A Ordinary Shares | Class B Ordinary Shares | Total Ordinary Shares on the as-converted basis | Percentage of Aggregate Voting Power(4) |
|--|-------------------------|-------------------------|---|---|
| (a) Amount beneficially owned:                               | 277,958,970(1)          | 170,258,970             | 277,958,970(1)                                  |   |
| (b) Percent of class:  | 28.7%(1)(2)             | 55.8%                   | 25.2%(3)  | 47.1%(4)                                |
| (c) Number of shares as to which the person has:             |                         |                         |   |   |
| (i) Sole power to vote or to direct the vote                 | 277,958,970(1)          | 170,258,970             | 277,958,970(1)                                  |   |
| (ii) Shared power to vote or to direct the vote              | 0                       | 0                       | 0   |   |
| (iii) Sole power to dispose or to direct the disposition of  | 277,958,970(1)          | 170,258,970             | 277,958,970(1)                                  |   |
| (iv) Shared power to dispose or to direct the disposition of | 0                       | 0                       | 0   |   |

## Notes:

(1) Represents 100,000,000 Class A ordinary shares, 170,258,970 Class B ordinary shares and 7,700,000 options to purchase Class A ordinary shares exercisable within 60 days of December 31, 2013 held by the reporting person. Each Class B ordinary share is convertible into one Class A ordinary share at the option of the holder at any time. Pursuant to Rule 13d-3(d)(1), all shares of Class B Ordinary Shares held by the reporting person shall be deemed to be converted for the purposes of (i) determining the aggregate amount of shares of Class A Ordinary Shares beneficially owned by the reporting person and (ii) calculating the percentages of the Class A Ordinary Shares owned by such person. Consequently, all Class A Ordinary Shares amounts and percentages are inclusive of the Class B Ordinary Shares amounts and percentages set forth herein.

(2) To derive this percentage, (x) the numerator is the sum of (i) 100,000,000, being the number of Class A ordinary shares held by the reporting person, (ii) 170,258,970, being the number of Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person and (iii) 7,700,000, being the number of options to purchase Class A ordinary shares exercisable by the reporting person within 60 days of December 31, 2013, and (y) the denominator is the sum of (i) 790,273,872, being the number of the Company's total Class A Ordinary Shares outstanding at December 31, 2013, (ii) 170,258,970, being the number of Class A ordinary shares that the reporting person has the rights to acquire upon conversion of the same number of Class B ordinary shares held by the reporting person and (iii) 7,700,000, being the number of options to purchase Class A ordinary shares exercisable by the reporting person within 60 days of December 31, 2013.

(3) To derive this percentage, (x) the numerator is the sum of (i) 100,000,000, being the number of Class A ordinary shares held by the reporting person and (ii) 170,258,970, being the number of Class A ordinary shares that are convertible from the same number of Class B ordinary shares held by the reporting person and (iii) 7,700,000, being the number of options to purchase Class A ordinary shares exercisable by the reporting person within 60 days of December 31, 2013, and (y) the denominator is the sum of (i) 790,273,872, being the number of the company's total Class A Ordinary Shares outstanding at December 31, 2013, (ii) 305,388,450, being the number of the Company's total Class B Ordinary Shares outstanding at December 31, 2013 that are convertible into the same number of Class A ordinary shares and (iii) 7,700,000, being the number of options to purchase Class A ordinary shares exercisable by the reporting person within 60 days of December 31, 2013.

(4) Percentage of aggregate voting power represents voting power of all ordinary shares held by the reporting person with respect to all outstanding shares of our Class A and Class B ordinary shares on as-converted basis. Each holder of our Class A ordinary shares is entitled to one vote per Class A ordinary share. Each holder of our Class B ordinary shares is entitled to ten votes per Class B ordinary share.

**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

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10. Certification**

Not applicable

SIGNATURE

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

Dated: February 12, 2014

By: /s/ Joseph Chen  
Name: Joseph Chen