

Edgar Filing: 51job, Inc. - Form SC 13G/A

51job, Inc.  
Form SC 13G/A  
February 14, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

51job, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

316827104

-----  
(CUSIP Number)

December 31, 2005

-----  
(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 disclosures provided in a prior cover page.

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).

(Continued on following pages)

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Exhibit Index Contained on Page 14

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1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Doll Technology Investment Fund II, LP ("DTIFII")  
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
 7,409,098 ordinary common shares ("shares"), except  
 Technology Investment Management II, LLC ("GP II"),  
 of DTIFII, may be deemed to have sole power to vote  
 Dixon R. Doll ("Doll") and K. David Chao ("Chao") t  
 of GP II, may be deemed to have shared power to vote

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 7,409,098 shares, except that GP II, the general par  
 be deemed to have sole power to dispose of these sh  
 Chao, the managing members of GP II, may be deemed t  
 to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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-----  
1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DCM Internet Fund, L.P. ("DCM Internet")  
Tax ID Number:  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

SOLE VOTING POWER  
760,923 shares, except that GP II, the general partner  
may be deemed to have sole power to vote these shares.  
Chao, the managing members of GP II, may be deemed to  
to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
760,923 shares, except that GP II, the general partner  
may be deemed to have sole power to dispose of these  
and Chao, the managing members of GP II, may be deemed  
power to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12 TYPE OF REPORTING PERSON\*  
-----

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DCM Network Fund, L.P. ("DCM Network")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
411,383 shares, except that GP II, the general partner  
may be deemed to have sole power to vote these shares.  
Chao, the managing members of GP II, may be deemed to  
to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
411,383 shares, except that GP II, the general partner  
may be deemed to have sole power to dispose of these  
and Chao, the managing members of GP II, may be deemed  
power to dispose these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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

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Doll Technology Affiliates Fund II, L.P. ("DTAFII")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
465,432 shares, except that GP II, the general partner be deemed to have sole power to vote these shares, the managing members of GP II, may be deemed to have vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
465,432 shares, except that GP II, the general partner be deemed to have sole power to dispose of these shares. Chao, the managing members of GP II, may be deemed to to dispose these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104

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1 NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Doll Technology Investment Management II, LLC ("GP II")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
general partner of DTIFII, DCM Internet, DCM Networ  
be deemed to have sole power to vote these shares,  
the managing members of GP11, may be deemed to have  
vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
general partner of DTIFII, DCM Internet, DCM Networ  
be deemed to have sole power to dispose of these sh  
Chao, the managing members of GP11, may be deemed t  
to dispose of these shares.

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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1 NAME OF REPORTING PERSON Dixon R. Doll ("Doll")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER  
0 shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
managing member of GP II, the general partner of DTI  
DCM Network and DTAF II, and may be deemed to have s  
these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
managing member of GP II, the general partner of DTI  
DCM Network and DTAF II, and may be deemed to have s  
dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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1 NAME OF REPORTING PERSON K. David Chao ("Chao")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
441,067 shares.

6 SHARED VOTING POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
managing member of GP II, the general partner of DTI  
DCM Network and DTAF II, and may be deemed to have s  
these shares.

7 SOLE DISPOSITIVE POWER  
441,067 shares.

8 SHARED DISPOSITIVE POWER  
9,046,836 shares, of which 7,409,098 are directly o  
760,923 are directly owned by DCM Internet, 411,383  
by DCM Network and 465,432 are directly owned by DT  
managing member of GP II, the general partner of DTI  
DCM Network and DTAF II, and may be deemed to have s  
dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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ITEM 1(A). NAME OF ISSUER

51job, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES



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21st Floor, Wen Xin Plaza  
755 Wei Hai Road  
Shanghai 200041, People's Republic of China

ITEM 2(A). NAME OF PERSONS FILING  
-----

This Statement is filed by Doll Technology Investment Fund II, L.P., a Delaware limited partnership ("DTIFII"), DCM Internet Fund, L.P., a Delaware limited partnership ("DCM Internet"), DCM Network Fund, L.P., a Delaware limited partnership ("DCM Network"), Doll Technology Affiliates Fund II, L.P. ("DTAFII") and Doll Technology Investment Management II, L.L.C., a Delaware limited liability company ("GP II") and Dixon R. Doll ("Doll") and K. David Chao ("Chao"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

GP II, the general partner of DTIFII, DCM Internet, DCM Network and DTAFII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DTIFII, DCM Internet, DCM Network and DTAFII. Doll and Chao are managing members of and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DTIFII, DCM Internet, DCM Network and DTAFII.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE  
-----

The address for each of the Reporting Persons is:

Doll Capital Management  
2420 Sand Hill Road  
Suite 200  
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP  
-----

DTIFIII, DCM Internet, DCM Network and DTAFII are Delaware limited partnerships. GP II is a Delaware limited liability company. Doll is a United States citizen. Chao is a Japanese citizen.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER  
-----

American Depositary Shares (ADS)  
(Each ADS represents two ordinary common shares.)  
CUSIP # 316827104

ITEM 3. Not Applicable  
-----

ITEM 4. OWNERSHIP  
-----

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:  
-----

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
-----

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:  
-----

(i) Sole power to vote or to direct the vote:  
-----

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:  
-----

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the  
-----  
disposition of:  
-----

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the  
-----  
disposition of:  
-----

See Row 8 of cover page for each Reporting Person.

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.  
-----

Under certain circumstances, set forth in the limited partnership agreements of DTIFII, DCM Internet, DCM Network and DTAFII, and the limited liability company agreement of GPII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

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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.  
-----

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
-----

ITEM 10. CERTIFICATION.  
-----

Not applicable

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SIGNATURES

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.

Date: February 10, 2005

DOLL TECHNOLOGY INVESTMENT  
FUND II, L.P., a  
Delaware Limited Partnership

DCM INTERNET FUND, L.P., a  
Delaware Limited Partnership

DCM NETWORK FUND, L.P., a  
Delaware Limited Partnership

DOLL TECHNOLOGY AFFILIATES  
FUND II, L.P., a  
Delaware Limited Partnership

DOLL TECHNOLOGY INVESTMENT  
MANAGEMENT II, L.L.C., a  
Delaware Limited Liability  
Company, General Partner.

By: /s/ K. David Chao  
-----

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K. David Chao  
Managing Member

Dixon R. Doll

By: /s/ Dixon R. Doll

-----  
Dixon R. Doll

K. David Chao

By: /s/ K. David Chao

-----  
K. David Chao

-----  
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

<http://www.sec.gov/divisions/corpfin/forms/13g.htm>  
Last update: 06/04/2001

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EXHIBIT INDEX  
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Exhibit  
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Found on  
Sequentially  
Numbered Page  
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Exhibit A: Agreement of Joint Filing

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EXHIBIT A  
-----

Agreement of Joint Filing  
-----

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 10, 2005

DOLL TECHNOLOGY INVESTMENT  
FUND II, L.P., a  
Delaware Limited Partnership

DCM INTERNET FUND, L.P., a  
Delaware Limited Partnership

DCM NETWORK FUND, L.P., a  
Delaware Limited Partnership

DOLL TECHNOLOGY AFFILIATES  
FUND II, L.P., a  
Delaware Limited Partnership

DOLL TECHNOLOGY INVESTMENT  
MANAGEMENT II, L.L.C., a  
Delaware Limited Liability  
Company, General Partner.

By: /s/ K. David Chao  
-----

K. David Chao  
Managing Member

Dixon R. Doll

By: /s/ Dixon R. Doll  
-----

Dixon R. Doll

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K. David Chao

By: /s/ K. David Chao

-----  
K. David Chao