

21Vianet Group, Inc.  
Form SC 13G/A  
February 13, 2014

**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**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. 2)\***

**21Vianet Group, Inc.**

**(Name of Issuer)**

**Class A Ordinary Shares, Par Value US\$0.00001 Per Share**

**(Title of Class of Securities)**

**G91458 102**

**(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 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).

1 Name of reporting person

Sheng Chen

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

The People's Republic of China

5 Sole voting power

Number of

shares 43,819,561 ordinary shares<sup>1</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 43,819,561 ordinary shares<sup>1</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

43,819,561 ordinary shares<sup>1</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

11.3% of the Class A ordinary shares<sup>2</sup> (or 11.0% 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

IN

<sup>1</sup> Representing (i) 93,258 Class A ordinary shares upon vesting of Mr. Chen's restricted share units within 60 days after December 31, 2013, (ii) 19,670,117 Class B ordinary shares held by Fast Horse Technology Limited, (iii) 18,887,875 Class B ordinary shares held by Sunrise Corporate Holding Ltd., (iv) 4,398,821 Class B ordinary shares held by Beacon Capital Group Inc., and (v) 769,486 Class B ordinary shares and 4 Class A ordinary shares held by Personal Group Limited. Mr. Chen is the sole shareholder of Fast Horse Technology Limited, Sunrise Corporate Holding Ltd., Beacon Capital Group Inc. and Personal Group Limited and thus has the sole voting and dispositive power over the shares held by them. 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.

<sup>2</sup> Based upon 344,745,991 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.

1 Name of reporting person

Fast Horse Technology Limited

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

British Virgin Islands

5 Sole voting power

Number of

shares 19,670,117 ordinary shares<sup>1</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 19,670,117 ordinary shares<sup>1</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

19,670,117 ordinary shares<sup>1</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

5.4% of the Class A ordinary shares<sup>2</sup> (or 4.9% 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

CO

<sup>1</sup> Representing 19,670,117 Class B ordinary shares that are convertible into the same number of Class A ordinary shares at any time at the option of the holder. Fast Horse Technology Limited is 100% owned by Mr. Sheng Chen.

<sup>2</sup> Based upon 344,745,991 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.

1 Name of reporting person

Sunrise Corporate Holding Ltd.

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

British Virgin Islands

5 Sole voting power

Number of

shares 18,887,875 ordinary shares<sup>1</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 18,887,875 ordinary shares<sup>1</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

18,887,875 ordinary shares<sup>1</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

5.2% of the Class A ordinary shares<sup>2</sup> (or 4.7% 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

CO

<sup>1</sup> Representing 18,887,875 Class B ordinary shares that are convertible into the same number of Class A ordinary shares at any time at the option of the holder. Sunrise Corporate Holding Ltd. is 100% owned by Mr. Sheng Chen.

<sup>2</sup> Based upon 344,745,991 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.



1 Name of reporting person

Beacon Capital Group Inc.

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

British Virgin Islands

5 Sole voting power

Number of

shares 4,398,821 ordinary shares<sup>1</sup>  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 4,398,821 ordinary shares<sup>1</sup>  
8 Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

4,398,821 ordinary shares<sup>1</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

1.3% of the Class A ordinary shares<sup>2</sup> (or 1.1% 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

CO

<sup>1</sup> Representing 4,398,821 Class B ordinary shares that are convertible into the same number of Class A ordinary shares at any time at the option of the holder. Beacon Capital Group Inc. is 100% owned by Mr. Sheng Chen.

<sup>2</sup> Based upon 344,745,991 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.

1 Name of reporting person

Personal Group Limited

2 Check the appropriate box if a member of a group

(a)  (b)

3 SEC use only

4 Citizenship or place of organization

British Virgin Islands

5 Sole voting power

Number of

shares 6 769,490 ordinary shares<sup>1</sup>  
Shared voting power

beneficially

owned by 7 0  
each Sole dispositive power

reporting

person 8 769,490 ordinary shares<sup>1</sup>  
Shared dispositive power

with

0

9 Aggregate amount beneficially owned by each reporting person

769,490 ordinary shares<sup>1</sup>

10 Check if the aggregate amount in Row (9) excludes certain shares

11 Percent of class represented by amount in Row 9

0.2% of the Class A ordinary shares<sup>2</sup> (or 0.2% 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

CO

<sup>1</sup> Representing: (i) 769,486 Class B ordinary shares that are convertible into the same number of Class A ordinary shares at any time at the option of the holder, and (ii) 4 Class A ordinary shares held by the holder. Personal Group Limited is 100% owned by Mr. Sheng Chen.

<sup>2</sup> Based upon 344,745,991 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.

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

21Vianet Group, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

M5, 1 Jiuxianqiao East Road

Chaoyang District, Beijing 100016

The People's Republic of China

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

Sheng Chen

Fast Horse Technology Limited ( Fast Horse )

Sunrise Corporate Holding Ltd. ( Sunrise )

Beacon Capital Group Inc. ( Beacon )

Personal Group Limited ( Personal )

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

For Sheng Chen:

M5, 1 Jiuxianqiao East Road

Chaoyang District, Beijing 100016

The People's Republic of China

For Fast Horse:

P.O. Box 957, Offshore Incorporations Centre

Road Town, Tortola, British Virgin Islands

For Sunrise:

Kingston Chambers, PO Box 173

Road Town, Tortola, British Virgin Islands

For Beacon:

P.O. Box 957, Offshore Incorporations Centre

Road Town, Tortola, British Virgin Islands

For Personal:

P.O. Box 957, Offshore Incorporations Centre

Road Town, Tortola, British Virgin Islands

**Item 2(c) Citizenship:**

Mr. Sheng Chen is a citizen of the People's Republic of China.

Fast Horse is a British Virgin Islands company.

Sunrise is a British Virgin Islands company.

Beacon is a British Virgin Islands company.

Personal is a British Virgin Islands company.

**Item 2(d). Title of Class of Securities:**

Class A Ordinary shares, par value \$0.00001 per share

**Item 2(e). CUSIP Number:**

Class A ordinary shares: G91458 102

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:**

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 344,745,991 shares of Class A ordinary shares and 53,480,544 shares of Class B ordinary shares outstanding as of December 31, 2013.

For Sheng Chen:

Reporting Person: Sheng Chen	Class A ordinary shares	Class B ordinary shares	Total ordinary shares on the as-converted basis		Percentage of Aggregate Voting Power <sup>(4)</sup>
(a) Amount beneficially owned:	43,819,561 <sup>(1)</sup>	43,726,299 <sup>(2)</sup>	43,819,561 <sup>(1)</sup>		
(b) Percent of class:	11.3% <sup>(1)(3)</sup>	81.8%	11.0% <sup>(4)</sup>	49.7% <sup>(5)</sup>	
(c) Number of shares as to which the person has:					
(i) Sole power to vote or to direct the vote	43,819,561 <sup>(1)</sup>	43,726,299 <sup>(2)</sup>	43,819,561 <sup>(1)</sup>		
(ii) Shared power to vote or to direct the vote	0	0	0		
(iii) Sole power to dispose or to direct the disposition of	43,819,561 <sup>(1)</sup>	43,726,299 <sup>(2)</sup>	43,819,561 <sup>(1)</sup>		
(iv) Shared power to dispose or to direct the disposition of	0	0	0		

Notes:

- (1) Representing (i) 93,258 Class A ordinary shares upon vesting of Mr. Chen's restricted share units within 60 days after December 31, 2013, (ii) 19,670,117 Class B ordinary shares held by Fast Horse, (iii) 18,887,875 Class B ordinary shares held by Sunrise, (iv) 4,398,821 Class B ordinary shares held by Beacon, and (v) 769,486 Class B ordinary shares and 4 Class A ordinary shares held by Personal, assuming all the Class B ordinary shares held by Fast Horse, Sunrise, Beacon and Personal are converted into the same number of Class A ordinary shares. Mr. Sheng Chen is the sole shareholder of Fast Horse, Sunrise, Beacon and Personal and may be deemed to be having sole voting and dispositive power over the shares held by Fast Horse, Sunrise, Beacon and Personal. Pursuant to Rule 13d-3(d)(1), all shares of Class B ordinary shares (which are convertible into shares of Class A 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 beneficially owned by such person.
- (2) Representing (i) 19,670,117 Class B ordinary shares held by Fast Horse, (ii) 18,887,875 Class B ordinary shares held by Sunrise; (iii) 4,398,821 Class B ordinary shares held by Beacon; and (iv) 769,486 Class B ordinary shares held by Personal.



- (3) To derive this percentage, (x) the numerator is 43,819,561, being the sum of (i) Class A ordinary shares upon conversion of 43,762,299 Class B ordinary shares held by the reporting person, (ii) 4 Class A shares held by the reporting person, and (iii) 93,258 Class A ordinary shares upon vesting of Mr. Chen's restricted share units within 60 days after December 31, 2013, and (y) the denominator is the sum of (i) 344,745,991, being the numbers of the Company's total Class A ordinary shares outstanding as of December 31, 2013 and (ii) 43,819,561, being the sum of (a) Class A ordinary shares upon conversion of 43,726,299 Class B ordinary shares held by the reporting person, (b) 4 Class A shares held by the reporting person, and (c) 93,258 Class A ordinary shares upon vesting of Mr. Chen's restricted share units within 60 days after December 31, 2013.
- (4) To derive this percentage, (x) the numerator is 43,819,561, being the sum of (i) Class A ordinary shares upon conversion of 43,726,299 Class B ordinary shares held by the reporting person, (ii) 4 Class A shares held by the reporting person, and (iii) 93,258 Class A ordinary shares upon vesting of Mr. Chen's restricted share units within 60 days after December 31, 2013 and (y) the denominator is the sum of (i) 344,745,991, being the number of the Company's total Class A ordinary shares outstanding as of December 31, 2013 and (ii) 53,480,544, being the number of the Company's total Class B ordinary shares outstanding as of December 31, 2013 that are convertible into the same number of Class A ordinary shares.
- (5) 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. 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.

For Fast Horse Technology Limited:

Fast Horse Technology Limited is the record owner of 19,670,117 Class B ordinary shares of the Issuer. Fast Horse Technology Limited is wholly owned and controlled by Mr. Sheng Chen.

<b>Reporting Person:</b>	<b>Total ordinary shares on the as-converted basis</b>			<b>Percentage of Aggregate Voting Power<sup>(4)</sup></b>
<b>Fast Horse Technology Limited</b>	<b>Class A ordinary shares</b>	<b>Class B ordinary shares</b>		
(a) Amount beneficially owned:	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	
(b) Percent of class:	5.4% <sup>(1)(2)</sup>	36.8%	4.9% <sup>(3)</sup>	22.4% <sup>(4)</sup>
(c) Number of shares as to which the person has:				
(i) Sole power to vote or to direct the vote	0	0	0	
(ii) Shared power to vote or to direct the vote	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	
(iii) Sole power to dispose or to direct the disposition of	0	0	0	
(iv) Shared power to dispose or to direct the disposition of	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	19,670,117 <sup>(1)</sup>	

Notes:

- (1) Representing 19,670,117 Class B ordinary shares held by the reporting person that are convertible into 19,670,117 Class A ordinary shares at any time at the option of the reporting person. Pursuant to Rule 13d-3(d)(1), all shares of Class B ordinary shares (which are convertible into shares of Class A 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 beneficially owned by such person.
- (2) To derive this percentage, (x) the numerator is 19,670,117, 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 (y) the denominator is the sum of (i) 344,745,991, being the numbers of the Company's total Class A ordinary shares outstanding as of December 31, 2013 and (ii) 19,670,117, 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.
- (3) To derive this percentage, (x) the numerator is 19,670,117, 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 (y) the denominator is the sum of (i) 344,745,991, being the number of the Company's total Class A ordinary shares outstanding as of December 31, 2013 and (ii) 53,480,544, being the number of the Company's total Class B ordinary shares outstanding as of December 31, 2013 that are convertible into the same number of Class A ordinary shares.
- (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. 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.



- (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. 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.



- (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. 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.



number of Class A ordinary shares.

- (5) 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. 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 Controlling 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. Certifications:**

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 13, 2014

Sheng Chen

/s/ Sheng Chen  
Sheng Chen

Fast Horse Technology Limited

By: /s/ Sheng Chen  
Name: Sheng Chen  
Title: Director

Sunrise Corporate Holding Ltd.

By: /s/ Sheng Chen  
Name: Sheng Chen  
Title: Director

Beacon Capital Group Inc.

By: /s/ Sheng Chen  
Name: Sheng Chen  
Title: Director

Personal Group Limited

By: /s/ Sheng Chen  
Name: Sheng Chen  
Title: Director

**LIST OF EXHIBITS**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1*	Joint Filing Agreement, dated February 8, 2013, by and among Sheng Chen, Fast Horse Technology Limited, Sunrise Corporate Holding Ltd., Beacon Capital Group Inc. and Personal Group Limited

\* previously filed