

Renren Inc.
Form SC 13G
February 13, 2012
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. __)*

Renren Inc.

(Name of Issuer)

American Depositary Shares (ADS), each representing
Three Class A Ordinary Shares, par value \$0.001 per Share

(Title of Class of Securities)

759892102**

(CUSIP Number)

December 31, 2011

(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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**The CUSIP number is for the American Depositary Shares relating to the Ordinary Shares that trade on the New York Stock Exchange.

Page 1 of 15 Pages

Exhibit Index Contained on Page 13

CUSIP NO. 759892102 13 G Page 2 of 15

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM III, L.P. ("DCM III")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES SOLE VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 81,768,285 Class A ordinary common shares ("shares") represented by 27,256,095 American
 Depository Shares ("ADSs"), except that DCM Investment Management III, LLC ("GP III), the general
 partner of DCM III, may be deemed to have sole power to vote these shares, and K. David Chao
 ("Chao") and Peter W. Moran ("Moran"), the managing members of GP III, may be deemed to have
 shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 81,768,285 shares represented by 27,256,095 ADSs, except that GP III, the general partner of DCM
 III, may be deemed to have sole power to dispose of these shares, and Chao and Moran, the
 managing members of GP III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 81,768,285

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 10.5%

12 TYPE OF REPORTING PERSON*
 PN

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM III-A, L.P. ("DCM III-A")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY SOLE VOTING POWER
 OWNED BY EACH REPORTING PERSON WITH

5 2,166,501 shares represented by 722,167 ADSs, except that GP III, the general partner of DCM III-A, may be deemed to have sole power to vote these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 2,166,501 shares represented by 722,167 ADSs, except that GP III, the general partner of DCM III-A, may be deemed to have sole power to dispose of these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,166,501

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3%

12 TYPE OF REPORTING PERSON* PN

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Affiliates Fund III, L.P. ("Aff III")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY SOLE VOTING POWER
 OWNED BY EACH REPORTING PERSON WITH

5 3,995,085 shares represented by 1,331,695 ADSs, except that GP III, the general partner of Aff III, may be deemed to have sole power to vote these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 3,995,085 shares represented by 1,331,695 ADSs, except that GP III, the general partner of Aff III, may be deemed to have sole power to dispose of these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,995,085

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.5%

12 TYPE OF REPORTING PERSON* PN

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Investment Management III, LLC ("GP III")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SOLE VOTING POWER
 87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. GP III, the general partner of DCM III, DCM III-A and Aff III, may be deemed to have sole power to vote these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

SOLE DISPOSITIVE POWER
 87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. GP III, the general partner of DCM III, DCM III-A and Aff III, may be deemed to have sole power to dispose of these shares, and Chao and Moran, the managing members of GP III, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 87,929,871

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11.3%

12 TYPE OF REPORTING PERSON*
 OO

CUSIP NO. 759892102 13 G Page 6 of 15

NAME OF REPORTING PERSON

1 K. David Chao (“Chao”)

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

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

5 SOLE VOTING POWER

1,958,000 shares (represented by 652,667 ADSs).

SHARED VOTING POWER

87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. Chao is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have shared power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

1,958,000 shares (represented by 652,667 ADSs).

SHARED DISPOSITIVE POWER

87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. Chao is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

89,887,871

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.5%

12 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSON
 Peter W. Moran (“Moran”)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 NUMBER OF 5 0 shares.

6 SHARED VOTING POWER
 SHARES 87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. Moran is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
 OWNED BY EACH 7 0 shares.

8 SHARED DISPOSITIVE POWER
 REPORTING PERSON 87,929,871 shares (represented by 29,309,957 ADSs), of which 81,768,285 shares (represented by 27,256,095 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 722,167 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 1,331,695 ADSs) are directly owned by Aff III. Moran is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 87,929,871

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.3%

12 TYPE OF REPORTING PERSON* IN

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NAME OF ISSUER

ITEM 1(A).

Renren Inc.

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

23/F, Jing An Center

8 North Third Ring Road East

Beijing, 100028

People's Republic of China

NAME OF PERSONS FILING

ITEM 2(A). This Schedule 13G is filed by DCM III, L.P., a Delaware limited partnership ("DCM III"), DCM III-A, L.P., a Delaware limited partnership ("DCM III-A"), and DCM Affiliates Fund III, L.P., a Delaware limited partnership ("Aff III"), and DCM Investment Management III, L.L.C., a Delaware limited liability company ("GP III"), and K. David Chao ("Chao") and Peter W. Moran ("Moran"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

GP III, the general partner of DCM III, DCM III-A, and Aff III, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCM III, DCM III-A and Aff III. Chao and Moran 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, DCM III, DCM III-A, and Aff III.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

DCM
2420 Sand Hill Road
Suite 200
Menlo Park, California 94025

ITEM 2(C)

CITIZENSHIP

DCM III, DCM III-A, and Aff III are Delaware limited partnerships. GP III is a Delaware limited liability company. Moran 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 an ownership interest in three Class A ordinary shares. The Reporting Persons currently hold Class A ordinary shares, which may be deposited with the depositary for ADSs.

CUSIP # 290138205 (CUSIP Number for the ADSs, which are traded on the New York Stock Exchange. The Class A ordinary shares do not have a CUSIP Number.)

ITEM 3.

Not Applicable

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OWNERSHIP

ITEM

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

Amount beneficially owned:

(a)

See Row 9 of cover page for each Reporting Person.

Percent of Class:

(b)

See Row 11 of cover page for each Reporting Person.

(c)

Number of shares as to which such person has:

Sole power to vote or to direct the vote:

(i)

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.

Shared power to dispose or to direct the disposition of:

(iv)

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM Under certain circumstances, set forth in the limited partnership agreements of DCM III, DCM III-A and Aff
6. III, and the limited liability company agreement of GP III, 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.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE

ITEM SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

7.

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 8.

Not applicable.

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	<u>NOTICE OF DISSOLUTION OF GROUP.</u>
ITEM 9.	Not applicable.
	<u>CERTIFICATION.</u>
ITEM 10.	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 13, 2012

DCM III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

DCM III-A, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

DCM AFFILIATES FUND
III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

DCM INVESTMENT
MANAGEMENT III, L.L.C.

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

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/s/ K. David Chao
K. David Chao

/s/ Peter W. Moran
Peter W. Moran

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	14

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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 American Depository Shares of Renren Inc. 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 13, 2012

DCM III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

DCM III-A, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

DCM AFFILIATES FUND
III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

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DCM INVESTMENT
MANAGEMENT III, L.L.C.

By: /s/ Peter W. Moran
Name: Peter W. Moran
Title: Managing Member

/s/ K. David Chao
K. David Chao

/s/ Peter W. Moran
Peter W. Moran