

Changyou.com Ltd
Form SC 13G/A
August 15, 2013

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

**SCHEDULE 13G
Under the Securities Exchange Act of 1934**

(Amendment No. 1)*

Changyou.com Limited

(Name of Issuer)

American Depositary Receipt, each representing two Class A ordinary shares, par value \$0.01 per share

(Title of Class of Securities)

15911M107

(CUSIP Number)

August 6, 2013

(Date of Event Which Requires Filing of this Statement)

¨ Rule 13d-1(b)

ý 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).

(1) Names of Reporting Persons.		Whale Rock Capital Management LLC
(2) Check the Appropriate Box if a Member of a Group (See Instructions)		(a) ¨
		(b) ¨
(3) SEC Use Only		
(4) Citizenship or Place of Organization		DELAWARE
NUMBER OF	(5) Sole Voting Power	1,039,222
	(6) Shared Voting Power	0
SHARES	(7) Sole Dispositive Power	1,039,222

BENEFICIALLY (8) Shared Dispositive Power 0

OWNED BY EACH

REPORTING

PERSON WITH

(9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,039,222
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	..
(11)	Percent of Class Represented by Amount in Row (9)	4.83%
(12)	Type of Reporting Person (See Instructions)	OO

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(1)	Names of Reporting Persons.	Alexander Sacerdote
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) ..
		(b) ..
(3)	SEC Use Only	
(4)	Citizenship or Place of Organization	UNITED STATES
	NUMBER OF (5) Sole Voting Power	0
	(6) Shared Voting Power	1,039,222
	SHARES (7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	1,039,222

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON WITH

(9)	Aggregate Amount Beneficially Owned by Each Reporting Person	1,039,222
(10)	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	..
(11)	Percent of Class Represented by Amount in Row (9)	4.83%
(12)	Type of Reporting Person (See Instructions)	IN

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Item 1(a). Name of Issuer:

Changyou.com Limited

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

East Tower, Jing Yan Building

No. 29 Shijingshan Road, Shijingshan District

Beijing 100043

People's Republic of China

Item 2(a). Names of Persons Filing:

Whale Rock Capital Management LLC ("Whale Rock")

Alexander Sacerdote ("Alex Sacerdote")

The principal business address of each reporting person is: Two International Place, 24th Floor, Boston, MA 02110.

Item 2(c). Citizenship:

Reference is made to Item 4 of pages 2–3 of this Schedule 13G (this "Schedule"), which Items are incorporated by reference herein.

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

American Despositary Receipt, each representing two Class A ordinary shares, par value \$0.01 per share

Item 2(e). CUSIP Number:

15911M107

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

- .. (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- .. (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- .. (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- .. (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- .. (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- .. (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

.. (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

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.. (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

.. (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

.. (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Reference is hereby made to Items 5-9 and 11 of pages 2 - 3 of this Schedule, which Items are incorporated by reference herein.

The securities to which this Schedule relates (the "Securities") are owned by certain investment limited partnerships for which Whale Rock serves as general partner and investment manager. Whale Rock, as those investment limited partnerships' general partner and investment manager, and Alexander Sacerdote, as managing member and owner of Whale Rock, may therefore be deemed to beneficially own Securities owned by such investment limited partnerships for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that Whale Rock or Alexander Sacerdote is, for any other purpose, the beneficial owner of any of the Securities, and each of Whale Rock and Alexander Sacerdote disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of "beneficial ownership" in Rule 13d-3 under the Act, it is also possible that the individual general partners, executive officers, and members of the foregoing entities might be deemed the "beneficial owners" of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in item 11 of pages 2 - 5 was derived from the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on February 28, 2013, in which the Issuer stated that the number of Class A ordinary shares outstanding as of December 31, 2012 was 21,494,168.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Whale Rock serves as general partner and investment manager to certain investment limited partnerships that have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities.

Other than as reported in this Schedule, no investment limited partnership's holdings exceed five percent of the Issuer's common stock.

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

Not Applicable.

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Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

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

Dated: August 14, 2013

WHALE ROCK CAPITAL MANAGEMENT LLC

By: /s/ Alexander Sacerdote

Alexander Sacerdote

Managing Member