

Edgar Filing: eLong, Inc. - Form SC 13G

eLong, Inc.  
Form SC 13G  
February 11, 2005

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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. \_\_)\*

eLong, Inc.

-----  
(Name of Issuer)

Ordinary Shares

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

290138205

-----  
(CUSIP Number)

December 31, 2004

-----  
(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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 CUSIP NO. 290138205  
 -----

13 G  
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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Tiger Technology Performance, L.L.C. ("Tiger LLC")

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  
 14,262\*\* shares, all of which are directly owned by  
 II, L.P. ("Tiger II"). Tiger LLC is the general pa  
 and may be deemed to have sole voting power with re  
 and Charles P. Coleman III ("Coleman"), the managin  
 may be deemed to have sole voting power with respect

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER  
 See response to row 5.

7 SOLE DISPOSITIVE POWER  
 14,262\*\* shares, all of which are directly owned by  
 LLC is the general partner of Tiger II, and may be  
 have sole dispositive power with respect to such sh  
 the managing member of Tiger LLC, may be deemed to  
 power with respect to such 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\*

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* In accordance with a warrant agreement between the issuer and IACT Asia Pacific Limited ("IACT") and pursuant to certain contractual arrangements among the issuer, IACT and other beneficial owners of the issuer's securities, the issuer repurchased and cancelled 8,522 ordinary shares held by Tiger II as of January 7, 2005. Immediately following the consummation of such transactions, Tiger II held 5,740 ordinary shares of the issuer.

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 CUSIP NO. 290138205  
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 13 G  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tiger Technology II, L.P. ("Tiger II")	
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 14,262** shares, except that Tiger LLC, the general partner, may be deemed to have sole voting power with respect to such shares. Coleman, the managing member of Tiger LLC, may be deemed to have sole voting power with respect to such shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 14,262** shares, except that Tiger LLC, the general partner, may be deemed to have sole dispositive power with respect to such shares. Coleman, the managing member of Tiger LLC, may be deemed to have sole dispositive power with respect to such 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*	

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\* In accordance with a warrant agreement between the issuer and IACT and pursuant to certain contractual arrangements among the issuer, IACT and other beneficial owners of the issuer's securities, the issuer repurchased and cancelled 8,522 ordinary shares held by Tiger II as of January 7, 2005. Immediately following the consummation of such transactions, Tiger II held 5,740 ordinary shares of the issuer.

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1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
 Tiger Technology Private Investment Partners, L.P. ("Technology Partners")  
 -----

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

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

	5	SOLE VOTING POWER 4,060,738*** shares, except that Tiger Technology P L.L.C. ("Tiger PIP"), the general partner of Techno be deemed to have sole voting power with respect to Coleman, the managing member of Tiger PIP, may be d sole voting power with respect to such shares.
--	---	---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER See response to row 5.
---	---	---

	7	SOLE DISPOSITIVE POWER 4,060,738*** shares, except that Tiger PIP, the gen Technology Partners, may be deemed to have sole dis with respect to such shares, and Coleman, the manag Tiger PIP, may be deemed to have sole dispositive p to such 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\*  
 -----

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\*\* In accordance with a warrant agreement between the issuer and IACT and pursuant to certain contractual arrangements among the issuer, IACT and other beneficial owners of the issuer's securities, the issuer repurchased and

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cancelled 2,419,177 ordinary shares held by Technology Partners as of January 7, 2005. Immediately following the consummation of such transactions, Technology Partners held 1,641,561 ordinary shares of the issuer.

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CUSIP NO. 290138205  
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13 G  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Tiger Technology PIP Performance, L.L.C. ("Tiger PIP")  
-----

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  
4,060,738\*\*\* shares, all of which are directly owned by Technology Partners. Tiger PIP is the general partner of Technology Partners. Tiger PIP may be deemed to have sole voting power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole voting power with respect to such shares.  
-----

6 SHARED VOTING POWER  
See response to row 5.  
-----

7 SOLE DISPOSITIVE POWER  
4,060,738\*\*\* shares, all of which are directly owned by Technology Partners. Tiger PIP is the general partner of Technology Partners. Tiger PIP may be deemed to have sole dispositive power with respect to such shares, and Coleman, the managing member of Tiger PIP, may be deemed to have sole dispositive power with respect to such 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\*  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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\*\*\* In accordance with a warrant agreement between the issuer and IACT and pursuant to certain contractual arrangements among the issuer, IACT and other beneficial owners of the issuer's securities, the issuer repurchased and cancelled 2,419,177 ordinary shares held by Technology Partners as of January 7, 2005. Immediately following the consummation of such transactions, Technology Partners held 1,641,561 ordinary shares of the issuer.

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CUSIP NO. 290138205  
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13 G  
-----

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Charles P. Coleman III ("Coleman")  
-----

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

(a) [ ]

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen  
-----

5 SOLE VOTING POWER  
4,075,000\*\*\*\* shares, of which 14,262 are directly  
and 4,060,738 are directly owned by Technology Part  
the managing member of each of Tiger LLC (the gener  
Tiger II) and Tiger PIP (the general partner of Tec  
and may be deemed to have sole voting power with re  
shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
See response to row 5.  
-----

7 SOLE DISPOSITIVE POWER  
4,075,000\*\*\*\* shares, of which 14,262 are directly  
and 4,060,738 are directly owned by Technology Part  
the managing member of each of Tiger LLC (the gener  
Tiger II) and Tiger PIP (the general partner of Tec  
and may be deemed to have sole dispositive power wi  
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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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

\*\*\* In accordance with a warrant agreement between the issuer and IACT and pursuant to certain contractual arrangements among the issuer, IACT and other beneficial owners of the issuer's securities, the issuer repurchased and cancelled 2,419,177 ordinary shares held by Technology Partners and 8,522 ordinary shares held by Tiger II as of January 7, 2005. Immediately following the consummation of such transactions, Technology Partners held 1,641,561 ordinary shares of the issuer and Tiger II held 5,740 ordinary shares of the issuer.

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ITEM 1(a). NAME OF ISSUER:

eLong, Inc.

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

Block B, Xingke Plaza Building  
10 Jiuxianqiao Zhonglu  
Chaoyang District  
Beijing 100016, People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by Tiger Technology Performance, L.L.C. ("Tiger LLC"), Tiger Technology II, L.P. ("Tiger II"), Tiger Technology Private Investment Partners, L.P. ("Technology Partners"), Tiger Technology PIP Performance, L.L.C. ("Tiger PIP") and Charles P. Coleman III ("Coleman"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Tiger LLC is the general partner of Tiger II, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tiger II. Tiger PIP is the general partner of Technology Partners, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Technology Partners. Coleman is the managing member of Tiger LLC and Tiger PIP, and may be deemed to have sole power to vote and sole power to dispose of the shares of issuer directly owned by Tiger II and Technology Partners.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Tiger Technology Performance, L.L.C.  
101 Park Avenue  
48th Floor  
New York, NY 10178

ITEM 2(c) CITIZENSHIP:

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Tiger II is a Delaware Limited Partnership; Tiger LLC and Tiger PIP are Delaware Limited Liability Companies; Technology Partners is a Cayman Islands Exempted Limited Partnership; and Coleman is a United States citizen.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Ordinary Shares

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ITEM 2(e). CUSIP NUMBER:  
290138205

ITEM 3. NOT APPLICABLE

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Ordinary Shares of the issuer by the persons filing this Statement is provided as of December 31, 2004:

- (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:



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See Row 8 of cover page  
for each Reporting Person.

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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 Tiger II and Technology Partners, the general and limited partners 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.

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:

Not applicable

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.

Dated: February 9, 2005

Tiger Technology II, L.P.  
By Tiger Technology Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III

-----  
Signature

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Charles P. Coleman III  
Managing Member

Tiger Technology Private Investment Partners, L.P.  
By Tiger Technology PIP Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology Performance, L.L.C.

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology PIP Performance, L.L.C.

/s/ Charles P. Coleman III  
-----  
Signature

Charles P. Coleman III  
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III  
-----  
Signature

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EXHIBIT INDEX

EXHIBIT  
-----

Found on  
Sequentially  
Numbered Page

Exhibit A: Agreement of Joint Filing

12

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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 Ordinary Shares of eLong, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be

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filed as an exhibit to such Schedule 13G.

Dated: February 9, 2005

Tiger Technology II, L.P.  
By Tiger Technology Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III

-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology Private Investment Partners, L.P.  
By Tiger Technology PIP Performance, L.L.C.  
Its General Partner

/s/ Charles P. Coleman III

-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology Performance, L.L.C.

/s/ Charles P. Coleman III

-----  
Signature

Charles P. Coleman III  
Managing Member

Tiger Technology PIP Performance, L.L.C.

/s/ Charles P. Coleman III

-----  
Signature

Charles P. Coleman III  
Managing Member

Charles P. Coleman III

/s/ Charles P. Coleman III

-----  
Signature