

KONGZHONG CORP
Form SC 13G
February 14, 2005

United States
Securities and Exchange Commission
Washington, DC 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. ____)

KongZhong Corporation

(Name of Issuer)

Ordinary Shares, .0000005 Par Value* and American Depositary Shares

Edgar Filing: KONGZHONG CORP - Form SC 13G

(Title of Class of Securities)

500479104

(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)

* Not for trading, but only in connection with the registration of American Depositary Shares each representing 40 ordinary shares.

** The remainder of this cover page shall be filled out for a reporting persons' 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).

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. Of Persons (Entities Only)

Draper Fisher Jurvetson ePlanet Ventures L.P.

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

Cayman Islands

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 80,431,360* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

80,431,360* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

80,431,360* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.9%

12. Type of Reporting Person (see Instructions)

PN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Draper Fisher Jurvetson ePlanet Ventures L.P. has beneficial ownership of 2,010,784 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Jurvetson ePlanet Partners, Ltd.

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

Cayman Islands

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 80,431,360* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

80,431,360* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

80,431,360* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.9%

12. Type of Reporting Person (see Instructions)

OO

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Draper Fisher Jurvetson ePlanet Partners, Ltd. has beneficial ownership of 2,010,784 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Jurvetson ePlanet Partners Fund, 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

California

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 1,670,440* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

1,670,440* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,670,440* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (see Instructions)

OO

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Draper Fisher Jurvetson ePlanet Partners Fund, LLC has beneficial ownership of 41,761 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG

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

Germany

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 1,419,840* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

1,419,840* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,419,840* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (see Instructions)

PN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG L.P. has beneficial ownership of 35,496 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Jurvetson ePlanet Verwaltungs GmbH

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

Germany

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 1,419,840* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

1,419,840 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,419,840* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (see Instructions)

OO

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Draper Fisher Jurvetson ePlanet Verwaltungs GmbH has beneficial ownership of 35,496 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Timothy C. Draper

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

5. Sole Voting Power

Number of 5,600,000* (See Items 2 and 4)

Shares 6. Shared Voting Power

Beneficially

Owned By 83,521,640* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 5,600,000* (See Items 2 and 4)

With: 8. Shared Dispositive Power

83,521,640* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,121,640* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.5%

12. Type of Reporting Person (see Instructions)

IN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Timothy C. Draper has beneficial ownership of 2,228,041 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Stephen T. Jurvetson

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

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 83,521,640* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

83,521,640* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

83,521,640* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.1%

12. Type of Reporting Person (see Instructions)

IN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Stephen T. Jurvetson has beneficial ownership of 2,088,041 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

John H. N. Fisher

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

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 83,521,640* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

83,521,640* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

83,521,640* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.1%

12. Type of Reporting Person (see Instructions)

IN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. John H.N. Fisher has beneficial ownership of 2,088,041 ADS.

CUSIP NUMBER 500479104

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Asad Jamal

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 Kingdom

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned By 81,851,200* (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

81,851,200* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

81,851,200* (See Items 2 and 4)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

6.0%

12. Type of Reporting Person (see Instructions)

IN

* These shares represent ordinary shares which are not listed for trading. As set out in KongZhong Corporation's Form F-1/A filed July 7, 2004, each American Depositary Share (ADS) represents 40 ordinary shares. Asad Jamal has beneficial ownership of 2,046,280 ADS.

Item 1(a) Name of Issuer: **KongZhong Corporation**

Item 1(b) Address of Issuer's principal executive offices:

81F Tower #1 Yuetan Building

No. 2 Yuetan North Street

Beijing, China 100045

Item 2. This Schedule 13G is filed on behalf of (i) Draper Fisher Jurvetson ePlanet Ventures L.P., a Cayman Islands limited partnership, (ii) Draper Fisher Jurvetson ePlanet Partners, Ltd., a Cayman Islands exempted limited liability company, (iii) Draper Fisher Jurvetson ePlanet Partners Fund, LLC, a California limited liability company, (iv) Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG, a German partnership, (v) Draper Fisher Jurvetson ePlanet Verwaltungs GmbH, a German limited liability company, (vi) Timothy C. Draper, a United States citizen (Draper), (vii) John H. N. Fisher, a United States citizen (Fisher), (viii) Stephen T. Jurvetson, a United States citizen (Jurvetson) and (ix) Asad Jamal, a United Kingdom citizen (Jamal).

Relationships

(1) Draper Fisher ePlanet Ventures L.P. is a Cayman Islands limited partnership (Fund).

(2) Draper Fisher Jurvetson ePlanet Partners, Ltd. (ePlanet Ltd.) is the general partner of the Fund. The managing directors of the general partner of the Fund are Messrs. Draper, Fisher, Jurvetson and Jamal.

(3) Draper Fisher Jurvetson ePlanet Partners Fund, LLC (ePlanet Partners Fund LLC) is a side-by-side fund of the Fund. The managing members of ePlanet Partners Fund LLC are Messrs. Draper, Fisher, and Jurvetson.

(4) Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG (ePlanet GmbH) is a side-by-side limited partnership to the Fund. Draper Fisher Jurvetson ePlanet Verwaltungs GmbH (ePlanet Verwaltungs GmbH) is the general partner of ePlanet GmbH. The managing directors of ePlanet Verwaltungs GmbH are Messrs. Draper, Fisher, Jurvetson and Jamal.

Messrs. Draper, Fisher, Jurvetson and Jamal disclaim beneficial ownership of the shares held directly by the Fund, ePlanet Ltd, ePlanet Partners Fund LLC, ePlanet GmbH, and ePlanet Verwaltungs GmbH, except to the extent of their pecuniary interest therein.

Item 2(a) Name of person filing:

Draper Fisher Jurvetson ePlanet Ventures L.P.

Draper Fisher Jurvetson ePlanet Partners, Ltd.

Draper Fisher Jurvetson ePlanet Partners Fund, LLC

Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG

Draper Fisher Jurvetson ePlanet Verwaltungs GmbH

Timothy C. Draper

John H. N. Fisher

Stephen T. Jurvetson

Asad Jamal

Item 2(b) Address of principal business office or, if none, residence:

2882 Sand Hill Road, Suite 150,

Menlo Park, CA 94025

Item 2(c) Citizenship:

| | |
|--|----------------|
| Draper Fisher Jurvetson ePlanet Ventures L.P. | Cayman Islands |
| Draper Fisher Jurvetson ePlanet Partners, Ltd. | Cayman Islands |
| Draper Fisher Jurvetson ePlanet Partners Fund, LLC | United States |
| Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG | Germany |
| Draper Fisher Jurvetson ePlanet Verwaltungs GmbH | Germany |
| Timothy C. Draper | United States |
| John H. N. Fisher | United States |
| Stephen T. Jurvetson | United States |
| Asad Jamal | United Kingdom |

Item 2(d) Title of class of securities:

Ordinary Shares and American Depositary Shares

Item 2(e) CUSIP No.: **500479104**

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);
- (h) A savings association 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. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Draper Fisher Jurvetson ePlanet Ventures L.P.

- A. Amount Beneficially owned: 80,431,360
- B. Percent of Class: 5.9%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 80,431,360
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 80,431,360

Draper Fisher Jurvetson ePlanet Partners, Ltd.

- A. Amount Beneficially owned: 80,431,360
- B. Percent of Class: 5.9%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 80,431,360
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 80,431,360

Draper Fisher Jurvetson ePlanet Partners Fund, LLC

- A. Amount Beneficially owned: 1,670,440
- B. Percent of Class: 0.1%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 1,670,440
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 1,670,440

Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG

- A. Amount Beneficially owned: 1,419,840
- B. Percent of Class: 0.1%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 1,419,840
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 1,419,840

Draper Fisher Jurvetson ePlanet Verwaltungs GmbH

- A. Amount Beneficially owned: 1,419,840
- B. Percent of Class: 0.1%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 1,419,840
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 1,419,840

Timothy C. Draper

- A. Amount Beneficially owned: 89,121,640
- B. Percent of Class: 6.5%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 5,600,000
 - 2. shared voting power: 83,521,640
 - 3. sole dispositive power: 5,600,000
 - 4. shared dispositive power: 83,521,640

John H. N. Fisher

- A. Amount Beneficially owned: 83,521,640
- B. Percent of Class: 6.1%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 83,521,640
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 83,521,640

Stephen T. Jurvetson

- A. Amount Beneficially owned: 83,521,640
- B. Percent of Class: 6.1%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 0
 - 2. shared voting power: 83,521,640
 - 3. sole dispositive power: 0
 - 4. shared dispositive power: 83,521,640

Asad Jamal

A. Amount Beneficially owned: 81,851,200

B. Percent of Class: 6.0%

C. Number of shares beneficially owned to which such person has:

1. sole voting power: 0

2. shared voting power: 81,851,200

3. sole dispositive power: 0

4. shared dispositive power: 81,851,200

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 Control 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 14, 2005

Draper Fisher Jurvetson ePlanet Ventures L.P.

By: Draper Fisher Jurvetson ePlanet Partners, Ltd.
(General Partner)

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director

Draper Fisher Jurvetson ePlanet Partners, Ltd.

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director

Draper Fisher Jurvetson ePlanet Partners Fund, LLC

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Member

Draper Fisher Jurvetson ePlanet Ventures GmbH & Co. KG

By: Draper Fisher Jurvetson ePlanet Verwaltungs GmbH
(General Partner)

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director

**Draper Fisher Jurvetson ePlanet ePlanet Verwaltungs
GmbH**

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director

/s/ Timothy C. Draper
Timothy C. Draper

/s/ John H. N. Fisher
John H. N. Fisher

/s/ Stephen T. Jurvetson
Stephen T. Jurvetson

/s/ Asad Jamal
Asad Jamal

Exhibit Index

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---|
| 99.1 | Statement pursuant to Rule 13d-1(k)(1)(iii), filed herewith |