

eLong, Inc.  
Form SC 13G/A  
February 10, 2006

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)<sup>1</sup>**

**eLong, Inc.**

(Name of Issuer)

**Ordinary Shares, par value \$0.01 per share**

(Title of Class of Securities)

**290138205**

(CUSIP Number)

**December 31, 2005**

(Date of Event Which Requires Filing of this Statement)

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

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)

<sup>1</sup> 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).

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Blue Ridge Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

654,314

7 SOLE DISPOSITIVE POWER

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

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

654,314

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

654,314

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

3.0%

12 TYPE OF REPORTING PERSON

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Blue Ridge Offshore Master Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

240,324

PERSON

7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

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

240,324

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

240,324

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

1.1%

12 TYPE OF REPORTING PERSON

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

Page 3 of 17

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Blue Ridge Capital Holdings LLC (f/k/a JAG Holdings LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

654,314

PERSON

7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

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

654,314

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

654,314

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

3.0%

12 TYPE OF REPORTING PERSON

00

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Blue Ridge Capital Offshore Holdings LLC (f/k/a JAG Offshore Holdings LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

240,324

PERSON

7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

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

240,324

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

240,324

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

1.1%

12 TYPE OF REPORTING PERSON

00

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John A. Griffin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

894,638

7 SOLE DISPOSITIVE POWER

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

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

894,638

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

894,638

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

4.1%

12 TYPE OF REPORTING PERSON

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

RMG Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

200,468

PERSON

7 SOLE DISPOSITIVE POWER

WITH

0

8 SHARED DISPOSITIVE POWER

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

200,468

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,468

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

0.9%

12 TYPE OF REPORTING PERSON

00

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

Page 7 of 17

CUSIP No. 290138205

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Richard M. Gerson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

0

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

200,468

7 SOLE DISPOSITIVE POWER

PERSON

WITH

0

8 SHARED DISPOSITIVE POWER

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

200,468

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,468

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

X

0.9%

12 TYPE OF REPORTING PERSON

IN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**



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

eLong, Inc.

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

Block B, Xing Ke Plaza

10 Jiuxianqiao Zhonglu

Chaoyang District, Beijing 100016

People's Republic of China

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

This statement is filed by:

Blue Ridge Limited Partnership ( BRLP ) with respect to shares owned by it.

Blue Ridge Offshore Master Limited Partnership ( BROMLP ) with respect to shares owned by it.

Blue Ridge Capital Holdings LLC ( BRCH ; and, f/k/a JAG Holdings LLC ) with respect to shares owned by BRLP.\*

Blue Ridge Capital Offshore Holdings LLC ( BRCOH ; and, f/k/a JAG Offshore Holdings LLC ) with respect to shares owned by BROMLP.\*

John A. Griffin ( Griffin ) with respect to shares owned by BRLP and BROMLP.

RMG Holdings, LLC ( RMG Holdings ) with respect to shares owned by it.

Richard M. Gerson ( Gerson ) with respect to shares owned by RMG Holdings.

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

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons

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

The address of the business office of each of the Reporting Persons (other than BROMLP) is:

660 Madison Avenue, 20<sup>th</sup> Floor

New York, NY 10021

\* Note that on or around May 4, 2005 (i) JAG Holdings LLC changed its name to Blue Ridge Capital Holdings LLC and (ii) JAG Offshore Holdings LLC changed its name to Blue Ridge Capital Offshore Holdings LLC.

The address of the business office of BROMLP is:

P.O. Box 309

G.T. Uglan House

South Church Street

George Town

Grand Cayman

Cayman Islands

**Item 2(c). Citizenship**

BRLP is a limited partnership organized under the laws of the State of New York, and BROMLP is a limited partnership organized under the laws of the Cayman Islands. BRCH, BRCH and RMG Holdings are limited liability companies organized under the laws of the State of New York. Griffin and Gerson are United States citizens.

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

Ordinary Shares, par value \$0.01 per share

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

290138205

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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

- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

Page 10 of 17

- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable

**Item 4. Ownership**

A. BRLP

- (a) Amount beneficially owned: 654,314
- (b) Percent of class: 3.0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote: 0
  - (ii) Shared power to vote: 654,314
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 654,314

B. BROMLP

- (a) Amount beneficially owned: 240,324
- (b) Percent of class: 1.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote: 0
  - (ii) Shared power to vote: 240,324
  - (iii) Sole power to dispose or to direct the disposition of: 0

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

(iv) Shared power to dispose or to direct the disposition of: 240,324

C. BRCH

(a) Amount beneficially owned: 654,314

(b) Percent of class: 3.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote: 0

(ii) Shared power to vote: 654,314

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 654,314

D. BRCOH

(a) Amount beneficially owned: 240,324

(b) Percent of class: 1.1%

(c) Number of shares as to which the person has:

(i) Sole power to vote: 0

(ii) Shared power to vote: 240,324

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 240,324

E. Griffin

- (a) Amount beneficially owned: 894,638
- (b) Percent of class: 4.1%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote: 0
  - (ii) Shared power to vote: 894,638
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 894,638

F. RMG Holdings

- (a) Amount beneficially owned: 200,468
- (b) Percent of class: 0.9%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote: 0
  - (ii) Shared power to vote: 200,468
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 200,468

G. Gerson

- (a) Amount beneficially owned: 200,468
- (b) Percent of class: 0.9%
- (c) Number of shares as to which the person has:

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

- (i) Sole power to vote: 0
- (ii) Shared power to vote: 200,468
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 200,468

BRCH is the general partner of BRLP. Griffin is the sole managing member of BRCH. Griffin and BRCH share investment and voting control over shares held by BRLP.

BRCOH is the general partner of BROMLP. Griffin is the sole managing member of BRCOH. Griffin and BRCOH share investment and voting control over shares held by BROMLP.

Gerson is the sole member of RMG Holdings. Gerson has investment and voting control over shares held by RMG Holdings.

Pursuant to an agreement among RMG Holdings, Gerson and Blue Ridge Capital, L.L.C., RMG Holdings and Gerson may not exercise voting, consent or other rights they may have as shareholders of the issuer in a manner adverse to BRLP's interests, nor may RMG Holdings or Gerson transfer shares of the issuer without the prior consent of BRLP.

Each of the Reporting Persons disclaims beneficial ownership of shares, except to the extent described in Item 2(a) above.

The ownership percentages set forth above are based on there being 21,788,707 Ordinary Shares, par value \$0.01 per share, of the issuer outstanding as of December 31, 2005, as reported to the Reporting Persons by legal counsel to the issuer.



Note that on or around June 7, 2005, each of BRLP, BROMLP and RMG Holdings deposited with JPMorgan Chase Bank (the Depository ) the Ordinary Shares, par value \$0.01 per share, of the issuer owned by them and reported on this Amendment No. 1 to Schedule 13G, and received in exchange therefor American Depositary Shares ( ADSs ) of the issuer in the following amounts: 327,157 ADSs in the case of BRLP; 120,162 ADSs in the case of BROMLP; and, 100,234 ADSs in the case of RMG Holdings, all pursuant to the terms of the Deposit Agreement, dated as of October 27, 2004 and amended on April 11, 2005, among the issuer, the Depository and all holders from time to time of ADSs issued thereunder. Each ADS represents two Ordinary Shares.

**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**

BRCH, the general partner of BRLP, has the power to direct the affairs of BRLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Ordinary Shares. BRCOH, the general partner of BROMLP, has the power to direct the affairs of BROMLP, including decisions respecting the receipt of dividends from and the proceeds from the sale of Ordinary Shares. Griffin is the sole managing member of BRCH and BRCOH, and in that capacity directs their operations. Gerson, the sole member of RMG Holdings, has the power to direct the affairs of RMG Holdings, including decisions respecting receipt of dividends from and the proceeds from the sale of Ordinary Shares.

**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.

**SIGNATURE**

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

February 10, 2006

**BLUE RIDGE LIMITED PARTNERSHIP**

By: Blue Ridge Capital Holdings LLC, as General Partner

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

**BLUE RIDGE OFFSHORE MASTER LIMITED PARTNERSHIP**

By: Blue Ridge Capital Offshore Holdings LLC, as General Partner

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

**BLUE RIDGE CAPITAL HOLDINGS LLC**

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

**BLUE RIDGE CAPITAL OFFSHORE HOLDINGS LLC**

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin

RMG HOLDINGS, LLC

By: /s/ Richard M. Gerson

Name: Richard M. Gerson

Title: Managing Member

RICHARD M. GERSON

/s/ Richard M. Gerson

Page 15 of 17

AGREEMENT RELATING TO JOINT FILING OF AMENDMENT NO. 1 TO SCHEDULE 13G

The undersigned hereby agree that a single Amendment No. 1 to 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 filed as an Exhibit to such Amendment No. 1 to Schedule 13G.

This Agreement and the filing of the Amendment No. 1 to Schedule 13G shall not be construed to be an admission that any of the undersigned is a member of a group consisting of one or more of such persons pursuant to Section 13(g) of the Securities Exchange Act of 1934, as amended and the rules thereunder.

Dated: February 10, 2006

BLUE RIDGE LIMITED PARTNERSHIP

By: Blue Ridge Capital Holdings LLC, as General Partner

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

BLUE RIDGE OFFSHORE MASTER LIMITED PARTNERSHIP

By: Blue Ridge Capital Offshore Holdings LLC, as General Partner

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

BLUE RIDGE CAPITAL HOLDINGS LLC

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

BLUE RIDGE CAPITAL OFFSHORE HOLDINGS  
LLC

By: /s/ John A. Griffin  
Name: John A. Griffin  
Title: Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin

RMG HOLDINGS, LLC

By: /s/ Richard M. Gerson  
Name: Richard M. Gerson  
Title: Managing Member

RICHARD M. GERSON

/s/ Richard M. Gerson