

SHANDA INTERACTIVE ENTERTAINMENT LTD  
Form SC TO-T  
June 16, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934

**HURRAY! HOLDING CO., LTD.**

*(Name of Subject Company)*

**SHANDA MUSIC GROUP LIMITED  
SHANDA INTERACTIVE ENTERTAINMENT LIMITED**

*(Names of Filing Persons Offeror)*

**Ordinary Shares, Par Value \$0.00005 Per Share,  
and American Depositary Shares, Each Representing 100 Ordinary Shares**

*(Title of Class of Securities)*

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44 777 3102

*(Cusip Number of American Depositary Shares)*

**Grace Wu  
Chief Financial Officer  
Shanda Interactive Entertainment Limited  
No. 1 Office Building  
No. 690 Bibo Road  
Pudong New Area  
Shanghai 201203, People's Republic of China  
Telephone: +86 21 5050-4740**

*(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)*

*Copies to:*

**James C. Lin, Esq.  
Mark Lehmkuhler, Esq.  
Davis Polk & Wardwell  
18/F, The Hong Kong Club Building  
3A Chater Road  
Hong Kong  
Telephone: +852 2533-3300**

**CALCULATION OF FILING FEE**

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**Transaction Valuation\* \$46,201,812**

**Amount of Filing Fee\*\*\$2,578.06**

\*

Estimated for purposes of calculating the filing fee only. This amount is based on the offer to purchase 1,155,045,300 ordinary shares of Hurray! Holding Co., Ltd., par value \$0.00005 per ordinary share (including ordinary shares represented by American Depositary Shares), at a purchase price of \$0.04 in cash per share.

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The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for Fiscal Year 2009, by multiplying the transaction valuation by 0.00005580.

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Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	_____	Filing Party:	_____
Form or Registration No.:	_____	Date Filed:	_____

o

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

ý

third-party tender offer subject to Rule 14d-1.

o

issuer tender offer subject to Rule 13e-4.

o

going-private transaction subject to Rule 13e-3.

o

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. o

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**Items 1 through 9, and Item 11.**

This Tender Offer Statement on Schedule TO (the "**Schedule TO**") relates to the offer by Shanda Music Group Limited, a British Virgin Islands company ("**Shanda Music**") and a wholly owned subsidiary of Shanda Interactive Entertainment Limited, a Cayman Islands company ("**Shanda**"), to purchase 1,155,045,300 ordinary shares, par value \$0.00005 per share (the "**Shares**") of Hurray! Holding Co., Ltd., a Cayman Islands company ("**Hurray**"), including Shares represented by American Depositary Shares (the "**ADSs**," each representing 100 Shares), at \$0.04 per Share (equivalent to \$4.00 per ADS), in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 16, 2009 (the "**Offer to Purchase**"), and in the related Letter of Transmittal to Tender American Depositary Shares (the "**ADS Letter of Transmittal**") or the Letter of Transmittal to Tender Ordinary Shares (the "**Share Letter of Transmittal**"), copies of which are attached hereto as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(C), respectively (which, together with any amendments or supplements thereto, collectively constitute the "**Offer**").

The information set forth in the Offer to Purchase, including all schedules thereto, is hereby expressly incorporated herein by reference in response to all of the items of this Schedule TO, except as otherwise set forth below.

**Item 10. Financial Statements.**

Not applicable.

**Item 12. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(A)	Offer to Purchase dated June 16, 2009.
(a)(1)(B)	Form Letter of Transmittal to Tender American Depositary Shares.
(a)(1)(C)	Form Letter of Transmittal to Tender Ordinary Shares.
(a)(1)(D)	Form Notice of Guaranteed Delivery.
(a)(1)(E)	Form Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Form Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(G)	Summary Advertisement dated June 16, 2009.
(a)(5)(A)	Press release dated June 8, 2009 announcing the execution of the Tender Offer Agreement (incorporated by reference to Schedule TO-C filed by Shanda Interactive Entertainment Limited on June 8, 2009).
(d)(1)	Tender Offer Agreement dated as of June 8, 2009 by and among Shanda Music Group Limited, Shanda Interactive Entertainment Limited and Hurray! Holding Co., Ltd.
(d)(2)	Confidentiality Agreement dated April 24, 2009 by and between Shanda Interactive Entertainment Limited and Hurray! Holding Co., Ltd.

**SIGNATURES**

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

Date: June 16, 2009

SHANDA MUSIC GROUP LIMITED

By: /s/ TIANQIAO CHEN

\_\_\_\_\_  
Name: Tianqiao Chen  
Title: Director

SHANDA INTERACTIVE ENTERTAINMENT  
LIMITED

By: /s/ TIANQIAO CHEN

\_\_\_\_\_  
Name: Tianqiao Chen  
Title: Chairman and Chief Executive Officer

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QuickLinks

[Items 1 through 9, and Item 11.](#)

[Item 10. Financial Statements.](#)

[Item 12. Exhibits.](#)

[SIGNATURES](#)