

KONGZHONG CORP  
Form SC 13G/A  
January 19, 2010

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

KONGZHONG CORPORATION  
(Name of Issuer)

Ordinary Shares, Par Value US\$0.0000005 Per Share ("Shares")  
(Title of Class of Securities)

50047P104  
(CUSIP Number)

December 31, 2009  
(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)
- Rule 13d-2(b)

\*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).

CUSIP No. 50047P104

1. Names of Reporting Persons  
IDG-Accel China Growth Fund II 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 99,728,640(1)
	6.	Shared Voting Power 8,156,520(2)
	7.	Sole Dispositive Power 99,728,640(1)
	8.	Shared Dispositive Power 8,156,520(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
7.6%(3)
12. Type of Reporting Person (See Instructions)  
PN

(1) By virtue of being the general partner of the Reporting Person and the persons controlling such general partner, IDG-Accel China Growth Fund II Associates L.P., IDG-Accel China Growth Fund GP II Associates Ltd., Patrick J. McGovern and Quan Zhou acting together may also be deemed to have sole voting and dispositive power with respect to these Shares.

(2) IDG-Accel China Investors II L.P. is the record owner of these Shares. The Reporting Person and IDG-Accel China Investors II L.P. have the same ultimate general partner, IDG-Accel China Growth Fund GP II Associates Ltd. By virtue of this, the Reporting Person may be deemed to be under common control with IDG-Accel China Investors II L.P. and thus share voting and dispositive power with respect to these Shares.

(3) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

CUSIP No. 50047P104

1. Names of Reporting Persons  
IDG-Accel China Growth Fund II Associates 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 99,728,640(1)
	6.	Shared Voting Power 8,156,520(2)
	7.	Sole Dispositive Power 99,728,640(1)
	8.	Shared Dispositive Power 8,156,520(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
7.6%(3)
12. Type of Reporting Person (See Instructions)  
PN

(1) The record owner of these Shares is IDG-Accel China Growth Fund II L.P. By virtue of being the general partner of IDG-Accel China Growth Fund II L.P., the Reporting Person may be deemed to have sole voting and dispositive power with respect to these Shares.

(2) IDG-Accel China Investors II L.P. is the record owner of these Shares. The Reporting Person and IDG-Accel China Investors II L.P. have the same general partner, IDG-Accel China Growth Fund GP II Associates Ltd. By virtue of this, the Reporting Person may be deemed to be under common control with IDG-Accel China Investors II L.P. and thus share voting and dispositive power with respect to these Shares.

(3) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

CUSIP No. 50047P104

1. Names of Reporting Persons  
IDG-Accel China Growth Fund GP II Associates 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 107,885,160(1)
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 107,885,160(1)
	8.	Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
7.6%(2)
12. Type of Reporting Person (See Instructions)  
CO

(1) Including 99,728,640 Shares of which the record owner is IDG-Accel China Growth Fund II L.P. and 8,156,520 Shares of which the record owner is IDG-Accel China Investors II L.P. By virtue of being the ultimate general partner of both record owners, the Reporting Person may be deemed to have sole voting and dispositive power with respect to all these Shares.

(2) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

CUSIP No. 50047P104

1. Names of Reporting Persons  
IDG-Accel China Investors II 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 8,156,520(1)
	6.	Shared Voting Power 99,728,640(2)
	7.	Sole Dispositive Power 8,156,520(1)
	8.	Shared Dispositive Power 99,728,640(2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
7.6%(3)
12. Type of Reporting Person (See Instructions)  
PN

(1) By virtue of being the general partner of the Reporting Person and the persons controlling such general partner, IDG-Accel China Growth Fund GP II Associates Ltd., Patrick J. McGovern and Quan Zhou acting together may also be deemed to have sole voting and dispositive power with respect to these Shares.

(2) IDG-Accel China Growth Fund II L.P. is the record owner of these Shares. IDG-Accel China Growth Fund II L.P. and the Reporting Person have the same ultimate general partner, IDG-Accel China Growth Fund GP II Associates



Ltd. By virtue of this, the Reporting Person may be deemed to be under common control with IDG-Accel China Growth Fund II L.P. and thus share voting and dispositive power with respect to these Shares.

(3) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

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CUSIP No. 50047P104

1. Names of Reporting Persons  
Patrick J. McGovern

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 of America

5. Sole Voting Power  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6. Shared Voting Power  
107,885,160(1)

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
107,885,160(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (11)  
7.6%(2)

12. Type of Reporting Person (See Instructions)  
IN

(1) Including 99,728,640 Shares of which the record owner is IDG-Accel China Growth Fund II L.P. and 8,156,520 Shares of which the record owner is IDG-Accel China Investors II L.P. The ultimate general partner of both record owners is IDG-Accel China Growth Fund GP II Associates Ltd., of which the Reporting Person and Quan Zhou are directors and executive officers. By virtue of acting together to direct the management and operations of IDG-Accel China Growth Fund GP II Associates Ltd., the Reporting Person and Quan Zhou may be deemed to have shared voting and dispositive power with respect to all these Shares.

(2) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

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CUSIP No. 50047P104

1. Names of Reporting Persons  
Quan Zhou
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 of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 0
	6.	Shared Voting Power 107,885,160(1)
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 107,885,160(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
107,885,160
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (11)  
7.6%(2)
12. Type of Reporting Person (See Instructions)  
IN

(1) Including 99,728,640 Shares of which the record owner is IDG-Accel China Growth Fund II L.P. and 8,156,520 Shares of which the record owner is IDG-Accel China Investors II L.P. The ultimate general partner of both record owners is IDG-Accel China Growth Fund GP II Associates Ltd., of which the Reporting Person and Patrick J. McGovern are directors and executive officers. By virtue of acting together to direct the management and operations of IDG-Accel China Growth Fund GP II Associates Ltd., the Reporting Person and Patrick J. McGovern may be

deemed to have shared voting and dispositive power with respect to all these Shares.

(2) Based upon 1,420,396,360 Shares outstanding as of May 22, 2009 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3) on May 26, 2009.

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Item 1(a). Name of Issuer

KongZhong Corporation

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

35th Floor, Tengda Plaza  
No. 168, Xizhimenwai Street  
Beijing, China, 100044

Item 2(a). Name of Persons Filing