

Concord Medical Services Holdings Ltd  
Form SC 13G/A  
February 14, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Concord Medical Services Holdings Limited**  
**(Name of Issuer)**

**Ordinary shares**  
**(Title of Class of Securities)**

**206277105**  
**(CUSIP Number)**

**December 31, 2013**  
**(Date of Event which Requires filing of this Statement)**

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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 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).

**1** NAMES OF REPORTING PERSONS

**The Carlyle Group L.P.**

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

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**Carlyle Group Management L.L.C.**

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

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1** NAMES OF REPORTING PERSONS

**Carlyle Holdings II GP L.L.C.**

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

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Delaware**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**10** **13,086,350**  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**



**1 NAMES OF REPORTING PERSONS**

**Carlyle Holdings II L.P.**

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

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Québec**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES 0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY 13,086,350**  
**EACH 7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON 0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**13,086,350**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**OO (Québec société en commandit)**

**1** NAMES OF REPORTING PERSONS

**TC Group Cayman Investment Holdings, L.P.**

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

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**TC Group Cayman Investment Holdings Sub L.P.**

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

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**CAGP, Ltd.**

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

(a)  (b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**OO (Cayman Islands Exempt Company)**



**1** NAMES OF REPORTING PERSONS

**CAGP General Partner, L.P.**

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

(a)  (b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **13,086,350**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**13,086,350**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,086,350**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.8%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**Carlyle Asia Growth Partners III, L.P.**

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

(a)  (b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **12,584,500**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**12,584,500**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**12,584,500**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**9.4%**

**12** TYPE OF REPORTING PERSON

**PN**

**1** NAMES OF REPORTING PERSONS

**CAGP III Co-Investment, L.P.**

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

(a)  (b)

**3** SEC USE ONLY

**4** CITIZEN OR PLACE OF ORGANIZATION

**Cayman Islands**

**5** SOLE VOTING POWER

**NUMBER OF**

**SHARES** **0**  
**6** SHARED VOTING POWER

**BENEFICIALLY**

**OWNED BY** **501,850**  
**EACH** **7** SOLE DISPOSITIVE POWER

**REPORTING**

**PERSON** **0**  
**8** SHARED DISPOSITIVE POWER

**WITH**

**501,850**

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**501,850**

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

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**0.4%**

**12** TYPE OF REPORTING PERSON

**PN**

**ITEM 1. (a) Name of Issuer:**

Concord Medical Services Holdings Limited (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

18/F, Tower A, Global Trade Center

36 North Third Ring Road East, Dongcheng District

Beijing 100013

People s Republic of China

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

CAGP, Ltd.

CAGP General Partner, L.P.

Carlyle Asia Growth Partners III, L.P.

CAGP III Co-Investment, L.P.

**(b) Address or Principal Business Office:**

The address of each of Carlyle Group Management L.L.C., The Carlyle Group, L.P., Carlyle Holdings II GP L.L.C., and Carlyle Holdings II L.P. is c/o The Carlyle Group, 1001 Pennsylvania Ave., N.W.,

Suite 220 South, Washington, DC 20004-2505. The address of each of the other Reporting Persons is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman KY1-9005 Cayman Islands.

**(c) Citizenship of each Reporting Person is:**

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle Holdings II L.P. is a Québec société en commandit. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.



**(d) Title of Class of Securities:**

Ordinary shares, par value \$0.0001 per share ( Ordinary Shares ).

**(e) CUSIP Number:**

206277105

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership****Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Ordinary Shares of the Issuer as of December 31, 2013, based upon 134,018,937 Ordinary Shares outstanding as of September 30, 2013.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole	Shared
					power to dispose or to direct the disposition of:	power to dispose or to direct the disposition of:
Carlyle Group Management L.L.C.	13,086,350	9.8%	0	13,086,350	0	13,086,350
The Carlyle Group L.P.	13,086,350	9.8%	0	13,086,350	0	13,086,350
Carlyle Holdings II GP L.L.C.	13,086,350	9.8%	0	13,086,350	0	13,086,350
Carlyle Holdings II L.P.	13,086,350	9.8%	0	13,086,350	0	13,086,350
TC Group Cayman Investment Holdings, L.P.	13,086,350	9.8%	0	13,086,350	0	13,086,350
TC Group Cayman Investment Holdings Sub L.P.	13,086,350	9.8%	0	13,086,350	0	13,086,350
CAGP, Ltd.	13,086,350	9.8%	0	13,086,350	0	13,086,350
CAGP General Partner, L.P.	13,086,350	9.8%	0	13,086,350	0	13,086,350
Carlyle Asia Growth Partners III, L.P.	12,584,500	9.4%	0	12,584,500	0	12,584,500
CAGP III Co-Investment, L.P.	501,850	0.4%	0	501,850	0	501,850

Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. are the record holders 12,584,500 and 501,850 Ordinary Shares, respectively. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CAGP, Ltd., which is the general partner of CAGP General Partner, L.P., which is the general partner of each of Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. Accordingly, each of the forgoing entities may be deemed to share beneficial ownership of the Ordinary Shares held of record by each of Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P.

**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**

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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Date:** February 14, 2014

**CARLYLE GROUP MANAGEMENT  
L.L.C.**

By: /s/ Norma Kuntz,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its  
general partner

By: /s/ Norma Kuntz,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing  
member

By: Carlyle Group Management L.L.C., its  
general partner

By: /s/ Norma Kuntz,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

By: /s/ Norma Kuntz,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS**

By: Carlyle Holdings II L.P., its general  
partner

By: /s/ Norma Kuntz,  
attorney-in-fact  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P.,

its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Norma Kuntz, attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

**CAGP, LTD.**

By: /s/ Norma Kuntz, attorney-in-fact

Name: Daniel D Aniello

Title: Director

**CAGP GENERAL PARTNER, L.P.**

By: /s/ Norma Kuntz

Name: Norma Kuntz

Title: Authorized Person

**CARLYLE ASIA GROWTH PARTNERS III, L.P.**

By: CAGP General Partner, L.P., its general partner

By: /s/ Norma Kuntz

Name: Norma Kuntz

Title: Authorized Person

**CAGP III CO-INVESTMENT, L.P.**

By: CAGP General Partner, L.P., its general partner

By: /s/ Norma Kuntz

Name: Norma Kuntz

Title: Authorized Person

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).