

Grigsby Jennifer M
Form 4
October 02, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Grigsby Jennifer M

2. Issuer Name and Ticker or Trading Symbol
CHESAPEAKE ENERGY CORP
[CHK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6100 N. WESTERN AVE.
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, TREASURER AND SECRETARY

OKLAHOMA CITY, OK 73118
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/22/2009		G		1,133	D	\$ 0
Common Stock	09/30/2009		A		2,191	A	\$ 28.4
Common Stock	10/01/2009		F		284	D	\$ 26.5

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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* Consists of 22,881,096 Class B ordinary shares held directly by DCM V. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 11.9%.

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Affiliates Fund V, L.P. ("Aff V")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF
 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
 558,324 shares* (represented by 186,108 ADSs), except that GP V, the general partner of Aff V, and UGP V, the general partner of GP V, may be deemed to have sole power to vote these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

SOLE DISPOSITIVE POWER
 7 558,324 shares* (represented by 186,108 ADSs), except that GP V, the general partner of Aff V, and UGP V, the general partner of GP V, may be deemed to have sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 558,324

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

10 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.6%*

TYPE OF REPORTING PERSON*

12 PN

* Consists of 558,324 Class B ordinary shares held directly by Aff V. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 558,324 Class B ordinary shares held by Aff V). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 0.3%.

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Investment Management V, L.P. ("GP V")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

SOLE VOTING POWER
 23,439,420 shares* (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. GP V, the general partner of DCM V and Aff V, may be deemed to have sole power to vote these shares, except that UGP V, the general partner of GP V, may be deemed to have sole power to vote these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to vote these shares.

SHARED VOTING POWER
 6 See response to row 5.

SOLE DISPOSITIVE POWER
 23,439,420 shares* (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. GP V, the general partner of DCM V and Aff V, may be deemed to have sole power to dispose of these shares, except that UGP V, the general partner of GP V, may be deemed to have sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER
 8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 23,439,420

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

10 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 21.4%*

TYPE OF REPORTING PERSON*

12 PN

* Consists of 23,439,420 Class B ordinary shares held indirectly by GP V. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V and the 558,324 Class B ordinary shares held by Aff V). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 12.2%.

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM International V, Ltd. ("UGP V")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

3 (a) (b)
 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

NUMBER OF SOLE VOTING POWER
 SHARES 23,439,420 shares* (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by
 BENEFICIALLY 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108
 OWNED BY 5 ADSs) are directly owned by Aff V. UGP V is the general partner of GP V, the general partner of
 EACH 5 each of DCM V and Aff V, and may be deemed to have sole power to vote these shares, except GP
 REPORTING V, the general partner of each of DCM V and Aff V, may be deemed to have sole power to vote
 PERSON these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have
 WITH shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

SOLE DISPOSITIVE POWER
 23,439,420 shares* (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by
 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108
 7 ADSs) are directly owned by Aff V. UGP V is the general partner of GP V, the general partner of
 each of DCM V and Aff V, and may be deemed to have sole power to dispose of such shares,
 except GP V, the general partner of each of DCM V and Aff V, may be deemed to have sole power
 to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed
 to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 23,439,420

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 21.4%*

12 TYPE OF REPORTING PERSON*
 OO

* Consists of 23,439,420 Class B ordinary shares held indirectly by UGP V. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V and the 558,324 Class B ordinary shares held by Aff V). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 12.2%.

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1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Hybrid RMB Fund, L.P. ("Hybrid Fund")

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

3 (a) (b)

4 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

5 NUMBER OF
 SHARES BENEFICIALLY
 OWNED BY
 EACH REPORTING
 PERSON WITH

SOLE VOTING POWER
 7,640,092 shares* (represented by 2,546,697 ADSs), except that DCM Hybrid RMB Fund Investment Management, L.P. ("Hybrid Fund DGP"), the general partner of Hybrid Fund, and DCM Hybrid RMB Fund International, Ltd. ("Hybrid Fund UGP"), the general partner of Hybrid Fund DGP, may be deemed to have sole power to vote these shares, and Chao, Moran, Blaisdell and Jason Krikorian ("Krikorian"), the directors of Hybrid Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 7,640,092 shares* (represented by 2,546,697 ADSs), except that Hybrid Fund DGP, the general partner of Hybrid Fund, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,640,092

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 8.6%*

12 TYPE OF REPORTING PERSON*
 PN

* Consists of 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares each held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 4.0%.

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Hybrid RMB Fund Investment Management, L.P. ("Hybrid Fund DGP")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF
 SHARES SOLE VOTING POWER
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to vote these shares, except that Hybrid Fund UGP, the general partner of Hybrid Fund DGP, may be deemed to have sole power to vote these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to vote these shares.

5 SHARED VOTING POWER
 See response to row 5.

6 SOLE DISPOSITIVE POWER
 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to dispose of these shares, except that Hybrid Fund UGP, the general partner of Hybrid Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to dispose of these shares.

7 SHARED DISPOSITIVE POWER
 See response to row 7.

8 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 7,640,092

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 8.6%*

12 TYPE OF REPORTING PERSON*
 PN

* Consists of 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares each held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 4.0%.

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 DCM Hybrid RMB Fund International, Ltd. ("Hybrid Fund UGP")

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

3 (a) (b)

4 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund UGP is the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and may be deemed to have sole power to vote these shares, except Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to vote these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 See response to row 5.

7 SOLE DISPOSITIVE POWER
 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund UGP is the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and may be deemed to have sole power to dispose of these shares, except Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to dispose of these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,640,092

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 8.6%*

12 TYPE OF REPORTING PERSON*
 OO

* Consists of 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares indirectly held by Hybrid Fund UGP. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 4.0%.

1 NAME OF REPORTING PERSON
 K. David Chao ("Chao")

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

3 (a) (b) x

4 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

5 NUMBER OF SOLE VOTING POWER
 0 shares.

6 SHARED VOTING POWER
 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Chao is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to vote these shares.

7 BENEFICIALLY OWNED BY EACH
 SOLE DISPOSITIVE POWER
 0 shares.

8 REPORTING PERSON
 SHARED DISPOSITIVE POWER
 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Chao is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.

9 WITH
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 31,079,512

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 27.7%*

12 TYPE OF REPORTING PERSON*

IN

* Consists of 22,881,096 Class B ordinary shares held directly by DCM V, 558,324 Class B ordinary shares held directly by Aff V and 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V, the 558,324 Class B ordinary shares held by Aff V and the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 16.2%.

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1 NAME OF REPORTING PERSON
 Peter W. Moran ("Moran")
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) (b) x
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 U.S. Citizen
 NUMBER OF ⁵ SOLE VOTING POWER
 0 shares.
 SHARED VOTING POWER
 SHARES ⁶ 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Moran is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to vote these shares.
 BENEFICIALLY ⁷ SOLE DISPOSITIVE POWER
 0 shares.
 OWNED BY EACH
 REPORTING ⁸ SHARED DISPOSITIVE POWER
 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Moran is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.
 PERSON
 WITH
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 31,079,512
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 10 ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 27.7%*
 12 TYPE OF REPORTING PERSON*

Explanation of Responses:

IN

* Consists of 22,881,096 Class B ordinary shares held directly by DCM V, 558,324 Class B ordinary shares held directly by Aff V and 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V, the 558,324 Class B ordinary shares held by Aff V and the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 16.2%.

1 NAME OF REPORTING PERSON
 Thomas Blaisdell ("Blaisdell")
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) (b) x
 3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION
 4 U.S. Citizen
 NUMBER OF ⁵ SOLE VOTING POWER
 0 shares.
 SHARED VOTING POWER
 SHARES ⁶ 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Blaisdell is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to vote these shares.
 BENEFICIALLY ⁷ SOLE DISPOSITIVE POWER
 0 shares.
 OWNED BY EACH
 REPORTING PERSON ⁸ SHARED DISPOSITIVE POWER
 31,079,512 shares* (represented by 10,359,837 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V, 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V and 5,000,000 Class A shares and 2,640,092 Class B shares (represented by 2,546,697 ADSs) are directly owned by Hybrid Fund. Blaisdell is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.
 WITH
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 31,079,512
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 10 ..
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 27.7%*
 12 TYPE OF REPORTING PERSON*

IN

* Consists of 22,881,096 Class B ordinary shares held directly by DCM V, 558,324 Class B ordinary shares held directly by Aff V and 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 22,881,096 Class B ordinary shares held by DCM V, the 558,324 Class B ordinary shares held by Aff V and the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 16.2%.

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NAME OF REPORTING PERSON

1

Jason Krikorian ("Krikorian")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) (b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF ⁵ SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

SHARES

⁶ 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Krikorian is a director of Hybrid Fund UGP, the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and may be deemed to have shared power to vote these shares.

⁷ SOLE DISPOSITIVE POWER

0 shares.

BENEFICIALLY

OWNED BY EACH

SHARED DISPOSITIVE POWER

REPORTING

⁸ 7,640,092 shares* (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Krikorian is a director of Hybrid Fund UGP, the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

7,640,092

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

8.6%*

12

TYPE OF REPORTING PERSON*

Explanation of Responses:

IN

* Consists of 5,000,000 Class A ordinary shares and 2,640,092 Class B ordinary shares held directly by Hybrid Fund. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding Class A ordinary shares only (assuming conversion of the 2,640,092 Class B ordinary shares held by Hybrid Fund). If the outstanding number of shares included both Class A and B ordinary shares, this percentage would be 4.0%.

ITEM 1. SECURITY AND ISSUER.

This Amendment No. 1 supplements and amends the Schedule 13D that was originally filed on May 9, 2014 (the “Original Schedule 13D”) to reflect changes resulting solely from the impact of changes in the number of outstanding shares of the Company’s Class A ordinary shares of Tuniu Corporation (the “Class A Shares”). This Amendment No. 1 relates to the Class A Shares and Class B ordinary shares (“Class B Shares”), par value \$0.0001 per share (the Class A Shares, together with the Class B Shares, the “Ordinary Shares”), of Tuniu Corporation, a Cayman Islands exempted company (the “Company”). Only those items that are hereby reported are amended; all other items reported in the Original Schedule 13D remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment No. 1 have the meanings ascribed to them in the Original Schedule 13D.

The Company’s American depositary shares (the “ADSs”), each represent three Class A Shares. The Reporting Persons (as defined below) beneficially own Ordinary Shares of the Company.

On December 15, 2014, the Company entered into a share subscription agreement, to take effect on December 31, 2014, pursuant to which the Company issued and sold Class A Shares to certain investors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a), 5(b) and 5(c) of the Original Schedule 13D are hereby amended and restated in their entirety as follows:

(a, b) The percentage of the class of securities identified pursuant to Item 11 beneficially owned by each of the Reporting Persons is based on 192,072,453 Ordinary Shares outstanding as of December 31, 2014, consisting of 86,124,407 Class A Shares and 105,948,046 Class B Shares after the issuance of additional Class A Shares by the Company (the “Private Offering”). Although none of the Reporting Persons acquired any shares of Ordinary Shares from the date of the Original Schedule 13D through December 31, 2014 (the “Interim Period”), during the Interim Period there was a material change in the percentage of Ordinary Shares that the Reporting Persons are deemed to beneficially own as a result of the Private Offering.

(c) The Reporting Persons have not effected any transaction in the Ordinary Shares or ADSs of the Company during the past 60 days.

SIGNATURES

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: January 16, 2015

DCM V, L.P.

By: DCM INVESTMENT
MANAGEMENT V, L.P.
Its General Partner

By: DCM INTERNATIONAL V,
LTD.
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM AFFILIATES FUND V, L.P.

By: DCM INVESTMENT
MANAGEMENT V, L.P.
Its General Partner

By: DCM INTERNATIONAL V,
LTD.
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM INVESTMENT
MANAGEMENT V, L.P.

By: DCM INTERNATIONAL V,
LTD.
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

Explanation of Responses:

DCM INTERNATIONAL V, LTD.

By: /s/ André Levi
André Levi, Assistant Secretary

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DCM HYBRID RMB FUND, L.P.

By: DCM HYBRID RMB FUND
INVESTMENT MANAGEMENT,
L.P.
Its General Partner

By: DCM HYBRID RMB FUND
INTERNATIONAL, LTD.
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM HYBRID RMB FUND
INVESTMENT MANAGEMENT,
L.P.

By: DCM HYBRID RMB FUND
INTERNATIONAL, LTD.
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM HYBRID RMB FUND
INTERNATIONAL, LTD.

By: /s/ André Levi
André Levi, Assistant Secretary

/s/ K. David Chao
K. David Chao

/s/ Peter W. Moran
Peter W. Moran

/s/ Thomas Blaisdell
thomas Blaisdell

/s/ Jason Krikorian
JASON KRIKORIAN