

Edgar Filing: 51job, Inc. - Form SC 13G/A

51job, Inc.  
Form SC 13G/A  
February 14, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

51job, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

316827104

-----  
(CUSIP Number)

December 31, 2005

-----  
(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)

\*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).

(Continued on following pages)

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Exhibit Index Contained on Page 15

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-----  
 CUSIP NO. 316827104  
 -----

-----  
 13 G  
 -----

-----  
 1 NAME OF REPORTING  
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 DCM III, L.P. ("DCMIII")  
 Tax ID Number:  
 -----

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

(a)

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 -----

Delaware  
 -----

-----  
 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY EACH REPORTING  
 PERSON  
 WITH  
 -----

5 SOLE VOTING POWER  
 4,588,208 ordinary common shares ("shares"), except  
 Investment Management III, LLC ("GPIII"), the general partner  
 DCMIII, may be deemed to have sole power to vote these shares.  
 David Chao ("Chao"), Dixon R. Doll ("Doll"), Peter  
 and Robert I. Theis ("Theis"), the managing members of GPIII  
 are deemed to have shared power to vote these shares.  
 -----

6 SHARED VOTING POWER  
 See response to row 5.  
 -----

7 SOLE DISPOSITIVE POWER  
 4,588,208 shares, except that GPIII, the general partner  
 may be deemed to have sole power to dispose of these shares.  
 Doll, Moran and Theis, the managing members of GPIII  
 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  
 -----

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

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

-----  
 12 TYPE OF REPORTING PERSON\*  
 -----

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-----  
CUSIP NO. 316827104  
-----

13 G  
-----

-----  
1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DCM III-A, L.P. ("DCMIII-A")  
Tax ID Number:  
-----

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

(a)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
121,568 shares, except that GPIII, the general part  
may be deemed to have sole power to vote these shares.  
Moran and Theis, the managing members of GPIII may  
shared power to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
121,568 shares, except that GPIII, the general part  
may be deemed to have sole power to dispose of these shares.  
Chao, Doll, Moran and Theis, the managing members of GPIII  
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  
-----

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

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

12 TYPE OF REPORTING PERSON\*  
-----

-----  
CUSIP NO. 316827104  
-----

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-----

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DCM Affiliates Fund III, L.P. ("Aff III")  
Tax ID Number:

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

(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER  
224,175 shares, except that GPIII, the general part  
be deemed to have sole power to vote these shares,  
Moran and Theis, the managing members of GPIII, may  
shared power to vote these shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
224,175 shares, except that GPIII, the general part  
be deemed to have sole power to dispose of these sh  
Doll, Moran and Theis, the managing members of GPII  
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

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104

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1 NAME OF REPORTING  
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
DCM Investment Management III, LLC ("GPIII")  
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S. Citizen

5 SOLE VOTING POWER  
NUMBER OF 4,933,951 shares, of which 4,588,208 are directly o  
SHARES 121,568 are directly owned by DCMIII-A and 224,175  
BENEFICIALLY by Aff III. GPIII, the general partner of DCMIII,  
OWNED BY EACH REPORTING III, may be deemed to have sole power to vote these  
PERSON Doll, Moran and Theis, the managing members of GPIII  
WITH have shared power to vote these shares.

6 SHARED VOTING POWER  
See response to row 5.

7 SOLE DISPOSITIVE POWER  
4,933,951 shares, of which 4,588,208 are directly o  
121,568 are directly owned by DCMIII-A and 224,175  
by Aff III. GPIII, the general partner of DCMIII,  
III, may be deemed to have sole power to dispose of  
Chao, Doll, Moran and Theis, the managing members o  
deemed to have shared power to dispose of these sha

8 SHARED DISPOSITIVE POWER  
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104 13 G

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

5 SOLE VOTING POWER  
441,067 shares.  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
4,933,951 shares, of which 4,588,208 are directly o  
121,568 are directly owned by DCMIII-A and 224,175  
by Aff III. Chao is a managing member of GPIII, th  
of DCMIII, DCMIII-A and Aff III, and may be deemed  
power to vote these shares.

7 SOLE DISPOSITIVE POWER  
441,067 shares.

8 SHARED DISPOSITIVE POWER  
4,933,951 shares, of which 4,588,208 are directly o  
121,568 are directly owned by DCMIII-A and 224,175  
by Aff III. Chao is a managing member of GPIII, th  
of DCMIII, DCMIII-A and Aff III, and may be deemed  
power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104

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1 NAME OF REPORTING PERSON Dixon R. Doll ("Doll")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF  
SHARES 5 SOLE VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
0 shares.

6 SHARED VOTING POWER  
4,933,951 shares, of which 4,588,208 are directly owned by DCMIII-A and 224,175 are directly owned by Aff III. Doll is a managing member of GPIII, the sole owner of DCMIII, DCMIII-A and Aff III, and may be deemed to have the power to vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
4,933,951 shares, of which 4,588,208 are directly owned by DCMIII-A and 224,175 are directly owned by Aff III. Doll is a managing member of GPIII, the sole owner of DCMIII, DCMIII-A and Aff III, and may be deemed to have the power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104

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1 NAME OF REPORTING PERSON Peter W. Moran ("Moran")

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

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(a)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
4,933,951 shares, of which 4,588,208 are directly owned by DCMIII-A, and 224,175 are directly owned by Aff III. Moran is a managing member of GPIII, trustee of DCMIII, DCMIII-A and Aff III, and may be deemed to have power to vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
4,933,951 shares, of which 4,588,208 are directly owned by DCMIII-A, and 224,175 are directly owned by Aff III. Moran is a managing member of GPIII, trustee of DCMIII, DCMIII-A, and Aff III, and may be deemed to have power to vote these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

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1 NAME OF REPORTING PERSON Robert I. Theis ("Theis")

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

(a)



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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER  
0 shares.

6 SHARED VOTING POWER  
4,933,951 shares, of which 4,588,208 are directly o  
121,568 are directly owned by DCMIII-A, and 224,175  
by Aff III. This is a managing member of GPIII, t  
of DCMIII, DCMIII-A and Aff III, and may be deemed  
power to vote these shares.

7 SOLE DISPOSITIVE POWER  
0 shares.

8 SHARED DISPOSITIVE POWER  
4,933,951 shares, of which 4,588,208 are directly o  
121,568 are directly owned by DCMIII-A, and 224,175  
by Aff III. This is a managing member of GPIII, t  
of DCMIII, DCMIII-A and Aff III, and may be deemed  
power to dispose these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

CUSIP NO. 316827104

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ITEM 1(A). NAME OF ISSUER

51job, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

21st Floor, Wen Xin Plaza  
755 Wei Hai Road

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Shanghai 200041, People's Republic of China

ITEM 2(A). NAME OF PERSONS FILING  
-----

This Statement is filed by DCM III, L.P., a Delaware limited partnership ("DCMIII"), DCM III-A, L.P., a Delaware limited partnership ("DCMIII-A") and DCM Affiliates Fund III, L.P. ("Aff III") and DCM Investment Management III, L.L.C., a Delaware limited liability company ("GPIII") and K. David Chao ("Chao"), Dixon R. Doll ("Doll"), Peter W. Moran ("Moran") and Robert I. Theis ("Theis"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

GPIII, the general partner of DCMIII, DCMIII-A, and Aff III, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCMIII, DCMIII-A and Aff III. Chao, Doll, Moran and Theis are managing members of and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCMIII, DCMIII-A, and Aff III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE  
-----

The address for each of the Reporting Persons is:

Doll Capital Management  
2420 Sand Hill Road  
Suite 200  
Menlo Park, California 94025

ITEM 2(C) CITIZENSHIP  
-----

DCMIII, DCMIII-A, and Aff III are Delaware limited partnerships. GPIII is a Delaware limited liability company. Doll, Moran and Theis are United States citizens. Chao is a Japanese citizen.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER  
-----

American Depositary Shares (ADS)  
(One ADS represents two ordinary common shares.)  
CUSIP # 316827104

ITEM 3. Not Applicable  
-----

ITEM 4. OWNERSHIP  
-----

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

-----  
CUSIP NO. 316827104  
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(a) Amount beneficially owned:

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-----  
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:  
-----

See Row 11 of cover page for each Reporting Person.

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

(i) Sole power to vote or to direct the vote:  
-----

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:  
-----

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the  
-----  
disposition of:  
-----

See Row 8 of cover page for each Reporting Person.

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.  
-----

Under certain circumstances, set forth in the limited partnership agreements of DCMIII, DCMIII-A and Aff III, and the limited liability company agreement of GPIII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

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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

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CUSIP NO. 316827104  
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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: February 10, 2005

DCM III, L.P., a  
Delaware Limited Partnership

DCM III-A, L.P., a  
Delaware Limited Partnership

DCM AFFILIATES FUND III, L.P., a  
Delaware Limited Partnership

DCM INVESTMENT MANAGEMENT III, L.L.C., a  
Delaware Limited Liability Company,  
General Partner.

By: /s/ K. David Chao  
-----

K. David Chao  
Managing Member

K. David Chao

By: /s/ K. David Chao  
-----

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K. David Chao

Dixon R. Doll

By: /s/ Dixon R. Doll

-----  
Dixon R. Doll

Peter W. Moran

By: /s/ Peter W. Moran

-----  
Peter W. Moran

Robert I. Theis

By: /s/ Robert I. Theis

-----  
Robert I. Theis

-----  
CUSIP NO. 316827104

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

<http://www.sec.gov/divisions/corpfin/forms/13g.htm>

Last update: 06/04/2001

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EXHIBIT INDEX

Exhibit -----	Found on Sequentially Numbered Page -----
Exhibit A: Agreement of Joint Filing	16

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EXHIBIT A  
-----

Agreement of Joint Filing  
-----

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 10, 2005

DCM III, L.P., a  
Delaware Limited Partnership

DCM III-A, L.P., a  
Delaware Limited Partnership

DCM AFFILIATES FUND III, L.P., a  
Delaware Limited Partnership

DCM INVESTMENT MANAGEMENT III, L.L.C., a  
Delaware Limited Liability Company,  
General Partner.

By: /s/ K. David Chao  
-----

K. David Chao  
Managing Member

K. David Chao

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By: /s/ K. David Chao

-----  
K. David Chao

Dixon R. Doll

By: /s/ Dixon R. Doll

-----  
Dixon R. Doll

-----  
CUSIP NO. 316827104  
-----

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-----  
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-----

Peter W. Moran

By: /s/ Peter W. Moran

-----  
Peter W. Moran

Robert I. Theis

By: /s/ Robert I. Theis

-----  
Robert I. Theis