Tuniu Corp Form SC 13G December 29, 2014

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

SCHEDULE 13G

(Amendment No.)*

Under the Securities Exchange Act of 1934

TUNIU CORPORATION

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.0001 per share

(Titles of Class of Securities)

89977P106(1)

(CUSIP Number)

December 15, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o Rule 13d-1(d)

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, as amended (the <u>Act</u>) 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*).

^{*} The remainder of this cover page shall be filled out of 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.

⁽¹⁾ There is no CUSIP for the Class A Ordinary Shares. This CUSIP number applies to the Issuer s American Depositary Shares, each representing three Class A Ordinary Shares.

1	CUSIP No. 89977P106 Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			
2	(a)	ox if a Member of a Group		
3 4	(b) SEC Use Only Citizenship or Place of O	x Organization		
	British Virgin Islands 5	Sole Voting Power		
Number	of 6	- 0 - Shared Voting Power		
Shares Beneficia Owned b Each Reportin	y 7	12,436,780 Sole Dispositive Power		
Person V	Vith: 8	- 0 - Shared Dispositive Power		
9	Aggregate Amount Bener	12,436,780 ficially Owned by Each Reporting Person		
10 11				
12	14.5%(2) Type of Reporting Person	n		
	СО			

1	CUSIP No. 89977P106 Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)		
2	Hony Capital Fund V, L.P. Check the Appropriate Box if (a) o (b) x	a Member of a Group	
3 4	SEC Use Only Citizenship or Place of Organi	ization	
	Cayman Islands 5	Sole Voting Power	
Number of Shares	. 6	- 0 - Shared Voting Power	
Beneficially Owned by Each Reporting Person With	7	12,436,780 Sole Dispositive Power	
	8 8	- 0 - Shared Dispositive Power	
9	12,436,780 Aggregate Amount Beneficially Owned by Each Reporting Person		
10 11	12,436,780 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o Percent of Class Represented by Amount in Row (9)		
12	14.5%(2) Type of Reporting Person		
	PN		

⁽²⁾ Calculated based on the number in Row 9 above divided by 85,759,307, being the sum of (i) 48,946,439, being the total number of Class A Ordinary Shares outstanding as of December 15, 2014, as reported to the Reporting Persons by the Issuer as of that date, plus (ii) 36,812,868, being those Class A Ordinary Shares in Row 9 above plus other shares to be issued concurrently with those shares.

	CUSIP No. 89977P10)6		13G
1	Name of Reporting Person			
	I.R.S. Identification No. of Above Person (Entities Only)			
	Hony Capital Fund V	GP L P		
2	Check the Appropriate Box if a Member of a Group			
2	(a)	0	Gloup	
	(a) (b)			
2		X		
3	SEC Use Only Citizenship or Place of Organization			
4	Citizenship of Place of	Organization		
	Cayman Islands			
	5		Sole Voting Power	
			- 0 -	
	6		Shared Voting Power	
Number of			2	
Shares				
Beneficia	lly		12 426 790	
Owned by	у 7		12,436,780	
Each	7		Sole Dispositive Power	
Reporting	g			
Person W				
			- 0 -	
	8		Shared Dispositive Power	
			12,436,780	
9	Aggregate Amount Be	eneficially Owned by E	Each Reporting Person	
	12,436,780			
10			(0) Farabadas Cantain Shanas 2	
			(9) Excludes Certain Shares O	
11	Percent of Class Repre	esented by Amount in	Row (9)	
	14.5%(2)			
12	Type of Reporting Person			
	PN			

1	CUSIP No. 89977P106 Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			
2	Hony Capital Fund V GP Limited Check the Appropriate Box if a Member of a Group (a) o			
3 4	(b) x SEC Use Only Citizenship or Place of Organization			
	Cayman Islands 5	Sole Voting Power		
Number of Shares	6	- 0 - Shared Voting Power		
Beneficially Dwned by Each Reporting	7	12,436,780 Sole Dispositive Power		
Person With	8	- 0 - Shared Dispositive Power		
9	Aggregate Amount Beneficially Owned	12,436,780 I by Each Reporting Person		
10 11	12,436,780 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o Percent of Class Represented by Amount in Row (9)			
12	14.5%(2) Type of Reporting Person			
	со			

	Ct	JSIP No. 8997/P106		13G
1	Name of Repo	orting Person		
		cation No. of Above Pers	son (Entities Only)	
			•	
	Legend Holdi	ngs Corporation		
2		propriate Box if a Member	er of a Group	
2			er or a Group	
	(a)	0		
2	(b)	X		
3	SEC Use Only			
4	Citizenship of	Place of Organization		
	People s Rep	public of China		
		5	Sole Voting Power	
			- 0 -	
		6	Shared Voting Power	
Jumbe	r of	o .	Shared Voting Fower	
hares				
Benefic	ially		12.42 < 500	
Owned		_	12,436,780	
Each	-5	7	Sole Dispositive Power	
Reporti	nσ			
Person				
CISOII	** 1011.		- 0 -	
		8	Shared Dispositive Power	
			1	
			12,436,780	
9	Aggregate Ar	nount Beneficially Owne	d by Each Reporting Person	
	riggregate rii	nount Beneficiany 6 who	d by Euch Reporting Person	
	12 426 790			
10	12,436,780			
10			n Row (9) Excludes Certain Shares O	
11	Percent of Cla	ass Represented by Amou	int in Row (9)	
	14.5%(2)			
12	Type of Repo	rting Person		
	- JPC of Repo	o		
	CO			
	CO			

1	CUSIP No. 89977P106 Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)			
2	John Huan Zhao Check the Appropriate Box (a)	a if a Member of a Group		
	* /	X		
3 4	SEC Use Only Citizenship or Place of Org	anization		
	United States of America			
	5	Sole Voting Power		
		- 0 -		
	6	Shared Voting Power		
Number of Shares				
Beneficially		12.426.790		
Owned by	7	12,436,780 Sole Dispositive Power		
Each	,	Sole Dispositive I ower		
Reporting Person With	•			
CISOII WILL		- 0 -		
	8	Shared Dispositive Power		
		12,436,780		
9	Aggregate Amount Benefic	cially Owned by Each Reporting Person		
	12,436,780			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares O			
11	Percent of Class Represente			
	14.50			
10	14.5%(2)			
12	Type of Reporting Person			
	IN			

Item 1(a). Name of Issuer:

Tuniu Corporation

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

Tuniu Building, No. 699-32

Xuanwudadao, Xuanwu District

Nanjing F4 210042

People s Republic Of China

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed jointly by Unicorn Riches Limited, a company incorporated under the laws of the British Virgin Islands (<u>Unicorn</u>), Hony Capital Fund V, L.P., a limited partnership organized under the laws of the Cayman Islands (<u>Hony Capital V</u>), Hony Capital Fund V GP, L.P., a limited partnership organized under the laws of the Cayman Islands (<u>Hony Capital V GP</u>), Hony Capital Fund V GP Limited, a company incorporated under the laws of the Cayman Islands, Legend Holdings Corporation, a company incorporated under the laws of the People s Republic of China (<u>Legend Holdings</u>), and John Huan Zhao (each, a <u>Reporting Person</u> and, collectively, the <u>Reporting Persons</u>).

John Huan Zhao and Legend Holdings have 80% and 20%, respectively, equity ownership of Hony Capital Fund V GP Limited. Hony Capital Fund V GP Limited is the general partner of Hony Capital V GP, which is the general partner of Hony Capital V, which has 100% equity ownership of Unicorn. Unicorn directly holds 12,436,780 Class A Ordinary Shares of the Issuer. Because of John Huan Zhao s, Legend Holdings , Hony Capital Fund V GP Limited s, Hony Capital V GP s and Hony Capital V s relationships to Unicorn, each of them may be deemed to beneficially own the Class A Ordinary Shares of the Issuer directly held by Unicorn.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of Unicorn, Hony Capital V, Hony Capital V GP, Hony Capital Fund V GP Limited and John Huan Zhao is as follows:

c/o Hony Capital Limited

Suite 2701, One Exchange Square

Central, Hong Kong

The principal business address of Legend Holdings is as follows:

A-10, Raycom Info Tech Park

No. 2, Kexueyuan Nanlu

Haidian District, Beijing, P. R. China **Citizenship:**

Item 2(c). Citizenship

See response to Item 4 of each of the cover pages.

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Item 2(d). Titles of Classes of Securities:

Class A Ordinary Shares, US\$0.0001 par value (<u>Class A Ordinary Shares</u>)

Item 2(e).