

Mindray Medical International LTD
Form SC 13D
June 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

**Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and Amendments Thereto Filed
Pursuant to Rule 13d-2(a)**

Mindray Medical International Limited

(Name of Issuer)

Class A Ordinary Shares**

American Depositary Shares, each representing one Class A ordinary share

(Title of Class of Securities)

602675100

(CUSIP Number)

Li Xiting

Magic Bell Limited

Quiet Well Limited

Xu Hang

New Dragon (No. 12) Investments Limited

Jian Yao

New Phoenix Limited

Cheng Minghe

City Legend Limited

c/o Mindray Building, Keji 12th Road South,

Hi-tech Industrial Park, Nanshan, Shenzhen 518057

The People's Republic of China

+(86) 755-8188-8666

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 4, 2015

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

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

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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.

** Not for trading, but only in connection with the listing on The New York Stock Exchange of American depositary shares, each representing one Class A ordinary share.

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. **602675100**

NAME OF REPORTING PERSON:

1. Li Xiting

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. PF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. People's Republic of China

NUMBER OF SHARES BENEFICIALLY 7. SOLE VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

600,000

SHARED VOTING POWER

8.

14,900,163

SOLE DISPOSITIVE POWER

9.

600,000

10. SHARED DISPOSITIVE POWER

14,900,163

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

15,500,163⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

13.0%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

IN

- (1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; (iii) 626,691 ADSs, and (iv) 600,000 Class A Ordinary Shares issuable upon the exercise of stock options held by Mr. Li, which includes stock options that vest within 60 days. The outstanding Ordinary Shares and ADSs held by Mr. Li are indirectly held through UBS Trustees (BVI) Limited, the trustee of Magic Bell Trust. The assets of the Magic Bell Trust include all outstanding shares of Magic Bell Limited (“Magic Bell”), a company incorporated under the laws of the British Virgin Islands, and Quiet Well Limited, a company incorporated under the laws of the British Virgin Islands (“Quiet Well”). Magic Bell is the sole owner of Quiet Well which in turn holds the above-mentioned Ordinary Shares and ADSs. Mr. Li Xiting retains sole voting and disposition power over all the Issuer’s securities held through Magic Bell Trust.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Mr. Li Xiting may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,929,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015, and (ii) 600,000 Class A Ordinary Shares underlying the stock options granted to Mr. Li which are exercisable within 60 days after the date hereof. In addition, each Class A Ordinary Shares is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Li represent approximately 30.5% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. Magic Bell Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. AF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. British Virgin Islands

NUMBER OF SHARES BENEFICIALLY 7. SOLE VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

0

SHARED VOTING POWER

8.

14,900,163

SOLE DISPOSITIVE POWER

9.

0

10. SHARED DISPOSITIVE POWER

14,900,163

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

14,900,163⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

12.6%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

CO

- (1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; and (iii) 626,691 ADSs, held through Quiet Well.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Magic Bell may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Share is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by Magic Bell represent approximately 30.3% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. Quiet Well Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. AF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. British Virgin Islands

NUMBER OF SHARES BENEFICIALLY 7. SOLE VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

14,900,163

SHARED VOTING POWER

8.
0

SOLE DISPOSITIVE POWER

9.
14,900,163

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

14,900,163⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

12.6%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

CO

- (1) Includes (i) 193,258 Class A Ordinary Shares; (ii) 14,080,214 Class B Ordinary Shares; and (iii) 626,691 ADSs.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Quiet Well may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Shares is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by Quiet Well represent approximately 30.3% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. Xu Hang

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. PF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. People's Republic of China

7. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

600,000

SHARED VOTING POWER

8.

14,447,476⁽¹⁾⁽²⁾

SOLE DISPOSITIVE POWER

9.

600,000

10. SHARED DISPOSITIVE POWER

14,447,476⁽¹⁾⁽²⁾

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

15,047,476⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

12.7%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

IN

- (1) Includes (i) 201,742 Class A Ordinary Shares held by New Dragon (No. 12) Investments Limited (“New Dragon”), of which Mr. Xu is the sole owner; (ii) 9,229,755 Class B Ordinary Shares held by New Dragon; (iii) 515,979 ADSs, which are held by Credit Suisse AG for the benefit of New Dragon; (iv) 4,000,000 Class B Ordinary Shares held by New Phoenix Limited (“New Phoenix”), wholly-owned by Mr. Xu’s wife, Ms. Jian; (v) ADSs representing 500,000 Class A Ordinary Shares, which are held by Credit Suisse AG for the benefit of New Phoenix; and (vi) 600,000 Class A Ordinary Shares issuable upon the exercise of stock options held by Mr. Xu, which includes stock options vesting within 60 days. 6,206,896 of the Class B Ordinary Shares are pledged pursuant to a Collateral Agreement as security for a credit facility made available by Credit Suisse AG to New Dragon (the “Credit Facility”).
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Mr. Xu may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,929,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015, and (ii) 600,000 Class A Ordinary Shares underlying the stock options granted to Mr. Xu which are exercisable within 60 days after the date hereof. In addition, each Class A Ordinary Shares is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Xu represent approximately 28.9% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. New Dragon (No. 12) Investments
Limited

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. AF, OO

5. CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION

6. Cayman Islands

NUMBER OF SHARES 7. SOLE VOTING POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SHARED VOTING POWER

8.

9,947,476

SOLE DISPOSITIVE POWER

9.

0

10. SHARED DISPOSITIVE POWER

9,947,476

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

9,947,476⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

x⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

8.4%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

CO

- (1) Includes (i) 201,742 Class A Ordinary Shares; (ii) 9,229,755 Class B Ordinary Shares; and (iii) 515,979 ADSs, which are held by Credit Suisse AG for the benefit of New Dragon. 6,206,896 of the Class B Ordinary Shares are pledged as collateral for the Credit Facility.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) New Dragon may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,029,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Shares is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by New Dragon represent approximately 20.0% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. Jian Yao

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. PF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. People's Republic of China

NUMBER OF SHARES 7. SOLE VOTING POWER

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

0

SHARED VOTING POWER

8.

4,500,000

SOLE DISPOSITIVE POWER

9.

0

10. SHARED DISPOSITIVE POWER

4,500,000

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

4,500,000⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

x⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

3.8%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

IN

- (1) Includes (i) 4,000,000 Class B Ordinary Shares held by New Phoenix; and (ii) 500,000 ADSs, which are held by Credit Suisse AG for the benefit of New Phoenix.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Ms. Jian may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Share is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Ms. Jian represent approximately 8.7% of the total voting rights in the Issuer as of May 30, 2015.

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CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1.
New Phoenix Limited

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2.
(a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4.
AF, OO

5. CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF
ORGANIZATION

6.
Cayman Islands

NUMBER OF 7. SOLE VOTING POWER
SHARES
BENEFICIALLY

OWNED BY
EACH
REPORTING
PERSON
WITH

4,500,000

SHARED VOTING POWER

8.

0

SOLE DISPOSITIVE POWER

9.

4,500,000

10. SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

4,500,000⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

3.8%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

CO

- (1) Includes (i) 4,000,000 Class B Ordinary Shares; and (ii) 500,000 ADSs, which are held by Credit Suisse AG for the benefit of New Phoenix.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) New Phoenix may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Share is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) held by New Phoenix represent approximately 8.7% of the total voting rights in the Issuer as of May 30, 2015.

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CUSIP No. **602675100**

NAME OF REPORTING PERSON:

1. Cheng Minghe

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2. (a)
(b)

SEC USE ONLY

3.

SOURCE OF FUNDS

4. PF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
CITIZENSHIP OR PLACE OF ORGANIZATION

6. People's Republic of China

NUMBER OF SHARES BENEFICIALLY 7. SOLE VOTING POWER

OWNED BY
EACH
REPORTING
PERSON
WITH

0

SHARED VOTING POWER

8.

2,188,288

SOLE DISPOSITIVE POWER

9.

0

10. SHARED DISPOSITIVE POWER

2,188,288

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11.

2,188,288⁽¹⁾⁽²⁾

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

12.

⁽³⁾

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13.

1.8%⁽⁴⁾

14.

TYPE OF REPORTING PERSON

IN

- (1) Includes (i) 1,809,938 Class B Ordinary Shares and (ii) 378,350 ADSs, which are held by City Legend Limited (“City Legend”). Mr. Cheng is the controlling shareholder and exercises investment and voting power over the shares held by City Legend.
- (2) Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. See Item 5.
- (3) Mr. Cheng may be deemed to be part of a “group” with certain other Reporting Persons. See Items 2 and 5.
- (4) Assuming conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares, percentage is calculated based on a total of 118,329,023 Ordinary Shares, including (i) 89,209,116 Class A Ordinary Shares and 29,119,907 Class B Ordinary Shares outstanding as of May 30, 2015. In addition, each Class A Ordinary Share is entitled to one vote on all matters subject to shareholder vote, and each Class B Ordinary Share is entitled to five votes on all matters subject to shareholder vote, the Ordinary Shares (including Ordinary Shares represented by ADSs) beneficially owned by Mr. Cheng represent approximately 4.0% of the total voting rights in the Issuer as of May 30, 2015.

CUSIP No. 602675100

NAME OF
REPORTING
PERSON:

1.
City Legend
Limited

- 2.