

NETEASE COM INC
Form SC 13G/A
February 18, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A

(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 RULE 13d-2(b)

(Amendment No. 1)*

NETEASE.COM, INC.

(Name of Issuer)

ORDINARY SHARES, PAR VALUE \$.0001 PER SHARE

(Title of Class of Securities)

Edgar Filing: NETEASE COM INC - Form SC 13G/A

64110W102000

(CUSIP Number)

July 10, 2003

(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 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 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. 64110W 10 2000

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons

Best Alliance Profits Limited

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

British Virgin Islands

5. Sole Voting Power

NUMBER OF

None

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

None

EACH

7. Sole Dispositive Power

REPORTING

PERSON

None

WITH

8. Shared Dispositive Power

None

Edgar Filing: NETEASE COM INC - Form SC 13G/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

CO

CUSIP No. 64110W 10 2000

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons

NewsCorp Cayman International Limited

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

British Virgin Islands

5. Sole Voting Power

NUMBER OF

None

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

None

EACH

7. Sole Dispositive Power

REPORTING

PERSON

None

WITH

8. Shared Dispositive Power

None

Edgar Filing: NETEASE COM INC - Form SC 13G/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

CO

CUSIP No. 64110W 10 2000

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons

The News Corporation Limited

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

South Australia, Australia

5. Sole Voting Power

NUMBER OF

None

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

None

EACH

7. Sole Dispositive Power

REPORTING

PERSON

None

WITH

8. Shared Dispositive Power

None

Edgar Filing: NETEASE COM INC - Form SC 13G/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

CO

CUSIP No. 64110W 10 2000

1. Names of Reporting Persons

I.R.S. Identification Nos. of Above Persons

K. Rupert Murdoch

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

NUMBER OF

None

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

None

EACH

7. Sole Dispositive Power

REPORTING

PERSON

None

WITH

8. Shared Dispositive Power

None

Edgar Filing: NETEASE COM INC - Form SC 13G/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person

IN

Item 1(a). Name of Issuer:

Netease.com, Inc.

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

Room 1901, Tower E3, The Towers, Oriental Plaza

No. 1, East Chang An Avenue

Dong Cheng District

Beijing 100738

People's Republic of China

Item 2(a). Name of Person Filing:

Best Alliance Profits Limited

Newscorp Cayman International Limited

The News Corporation Limited

K. Rupert Murdoch

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

Best Alliance Profits Limited

P.O. Box 957

Offshore Incorporations Centre

Road Town, Tortola

British Virgin Islands

Newscorp Cayman International Limited

Edgar Filing: NETEASE COM INC - Form SC 13G/A

c/o Maples and Calder

P.O. Box 309, Ugland House

South Church Street

Grand Cayman, Cayman Islands

The News Corporation Limited (News Corporation)

2 Holt Street, Sydney

New South Wales 2010, Australia

K. Rupert Murdoch

1211 Avenue of the Americas

New York, NY 10036

Item 2(c). Citizenship or Place of Incorporation for each Reporting Person:

Best Alliance Profits Limited is a corporation incorporated in the British Virgin Islands.

Newscorp Cayman International Limited is a corporation incorporated in the Cayman Islands.

News Corporation is a corporation incorporated under the laws of and registered in the Commonwealth of Australia.

Mr. Murdoch is a United States citizen.

Item 2(d). Title of Class of Securities:

Ordinary Shares, par value \$.0001 per share.

Item 2(e). CUSIP Number:

64110W102000

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act.
- (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) .. Investment company registered under Section 8 of the Investment Company Act.
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. :

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.

- (a) Amount Beneficially Owned:
- (b) Percent of Class:
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or to direct the vote:
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of:

Not Applicable.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following : x

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 a Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10(a) and (b). Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Dated: February 12, 2004

BEST ALLIANCE PROFITS LIMITED

By: /s/ Ella Betsy Wong

Name: Ella Betsy Wong

Title: Director

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.

Dated: February 12, 2004

**NEWSCORP CAYMAN INTERNATIONAL
LIMITED**

By: /s/ Arthur M. Siskind

Name:

Title: Director

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.

Dated: February 12, 2004

THE NEWS CORPORATION LIMITED

By: /s/ Arthur M. Siskind

Name: Arthur M. Siskind

Title: Director

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.

Dated: February 12, 2004

/s/ K. Rupert Murdoch

K. Rupert Murdoch