

Origin Agritech LTD  
Form SC 13D/A  
December 16, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**Origin Agritech Limited**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**G67828106**

**(CUSIP Number)**

**Liang Yuan**

**c/o C201 Shang Ao Century Building**

**Xisanqi, Haidian District**

**Beijing 100192, China**

**(86 10) 8269 4348**

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

**December 12, 2014**

**(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.

(Continued on following pages)

(Page 1 of 7 pages)

\* 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).

CUSIP No. G67828106

Page 2 of 7 Pages

1 Names of reporting persons

Liang Yuan

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

The Hong Kong Special Administrative Region of the People's Republic of China

Number of  7 Sole voting power

shares

beneficially  -2,356,918-

8 Shared voting power

owned by

each

reporting  -0-  
9 Sole dispositive power

person

with  -2,356,918-

10 Shared dispositive power

-0-

11 Aggregate amount beneficially owned by each reporting person

2,356,918

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row 11

10.4%

14 Type of reporting person

IN

CUSIP No. 81943P104

Page 3 of 7 Pages

1 Names of reporting persons

Bonasmart Limited

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

British Virgin Islands

Number of 7 Sole voting power

shares

beneficially -2,356,918-

8 Shared voting power

owned by

each

reporting -0-  
9 Sole dispositive power

person

with -2,356,918-

10 Shared dispositive power

-0-

11 Aggregate amount beneficially owned by each reporting person

2,356,918

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row 11

10.4%

14 Type of reporting person

CO

This Amendment No. 2 (this Amendment ) amends and supplements the Schedule 13D originally filed on November 16, 2005 and Amendment No. 1 filed by the Reporting Persons (as defined below) under Schedule 13D/A on November 19, 2014 (the Original Schedule 13D and, as amended and restated by this Amendment, this Schedule 13D ).

**Item 1. Security and Issuer**

This Schedule 13D relates to the ordinary shares (the Ordinary Shares ) of Origin Agritech Limited, a British Virgin Islands company (the Issuer ). The principal executive offices of the Issuer are located at 21 Shengmingyuan Road, Changping District, Beijing 102206, The People's Republic of China.

**Item 5. Interest in Securities of the Issuer**

(a) (b) As of December 15, 2014, Bonasmart is the record holder of 2,356,918 Ordinary Shares of the Issuer representing approximately 10.4% of the issued and outstanding shares of the Issuer. Mr. Yuan is the beneficial owner of such 2,356,918 Ordinary Shares. The foregoing disclosure assumes that there are a total of 22,738,541 Ordinary Shares outstanding as of June 30, 2014 based on the information provided in the Issuer's earnings release on Form 6-K filed with the Securities and Exchange Commission on August 4, 2014. Excluded in the foregoing number of shares are 45,000 shares underlying options held by Mr. Yuan.

(c) Item 5(c) of the Statement is amended and supplemented by inserting the following information:

From October 21, 2014 to December 15, 2014, Bonasmart disposed of 346,581 shares of the Issuser in a series of transactions at prices ranging from \$1.2311 to \$2.1958 per share in open market transactions on Nasdaq. Details by date, the number of shares disposed of and the price per share are provided below.

| <b>Date</b>       | <b>Shares<br/>Disposed Of</b> | <b>Price per Share</b> |
|-------------------|-------------------------------|------------------------|
| October 21, 2014  | 12,600                        | \$ 2.1958              |
| October 22, 2014  | 8,100                         | \$ 2.1831              |
| October 23, 2014  | 15,500                        | \$ 2.1808              |
| October 24, 2014  | 1,400                         | \$ 2.1807              |
| November 11, 2014 | 5,444                         | \$ 1.7251              |
| November 14, 2014 | 8,822                         | \$ 1.6449              |
| November 17, 2014 | 21,649                        | \$ 1.6349              |
| November 18, 2014 | 2,200                         | \$ 1.6214              |
| November 19, 2014 | 3,093                         | \$ 1.6206              |
| November 20, 2014 | 2,900                         | \$ 1.6365              |
| November 21, 2014 | 6,973                         | \$ 1.6383              |
| November 24, 2014 | 30,100                        | \$ 1.6681              |
| November 25, 2014 | 9,200                         | \$ 1.6641              |
| November 26, 2014 | 17,300                        | \$ 1.6406              |
| November 28, 2014 | 5,300                         | \$ 1.6172              |
| December 2, 2014  | 36,000                        | \$ 1.5288              |
| December 3, 2014  | 50,000                        | \$ 1.4108              |
| December 4, 2014  | 50,000                        | \$ 1.3101              |
| December 12, 2014 | 30,000                        | \$ 1.2704              |
| December 15, 2014 | 30,000                        | \$ 1.2311              |

Except as set forth in this Item 5, none of the Reporting Persons has effected any transaction in the Ordinary Shares during the past 60 days.

(d) To the best knowledge of the Reporting Persons, no person other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities beneficially owned by the Reporting Persons identified in this Item 5.

(e) Not applicable.

#### **Item 7. Material to Be Filed as Exhibits**



1. Agreement of Joint Filing by Liang Yuan and Bonasmart Limited.

Page 5 of 7

**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: December 16, 2014

Liang Yuan

/s/ Liang Yuan  
Liang Yuan

Bonasmart Limited

/s/ Liang Yuan  
Name: Liang Yuan  
Title: Director

Page 6 of 7

**INDEX TO EXHIBITS**

1. Agreement of Joint Filing by Liang Yuan and Bonasmart Limited.

Page 7 of 7