

51JOB, INC.
Form SC 13G/A
February 15, 2007

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. 2)*

51job, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

316827104

(CUSIP Number)

December 31, 2006

(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.

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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)

Page 1 of 15 Pages

Exhibit Index Contained on Page 14

CUSIP NO. 316827104

13 G

Page 2 of 15

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)

(b)

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

3,201,171 ordinary common shares (shares), except that DCM Investment Management III, LLC (GPIII), the general partner of DCMIII, may be deemed to have sole power to vote these shares, and K. David Chao (Chao), Dixon R. Doll (Doll), Peter W. Moran (Moran) and Robert I. Theis (Theis), the managing members of GPIII, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

3,201,171 shares, except that GPIII, the general partner of DCMIII, may be deemed to have sole power to dispose of these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII may be 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

3,201,171

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.8%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 316827104

13 G

Page 3 of 15

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)

(b)

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

84,817 shares, except that GPIII, the general partner of DCMIII-A, may be deemed to have sole power to vote these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

84,817 shares, except that GPIII, the general partner of DCMIII-A, may be deemed to have sole power to dispose of these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII, may be 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

84,817

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 316827104

13 G

Page 4 of 15

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)

(b)

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

156,406 shares, except that GPIII, the general partner of Aff III, may be deemed to have sole power to vote these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

156,406 shares, except that GPIII, the general partner of Aff III, may be deemed to have sole power to dispose of these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII, may be 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

156,406

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 316827104

13 G

Page 5 of 15

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)

(b)

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

3,442,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A and 156,406 are directly owned by Aff III. GPIII, the general partner of DCMIII, DCMIII-A and Aff III, may be deemed to have sole power to vote these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

3,442,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A and 156,406 are directly owned by Aff III. GPIII, the general partner of DCMIII, DCMIII-A and Aff III, may be deemed to have sole power to dispose of these shares, and Chao, Doll, Moran and Theis, the managing members of GPIII, may be 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

3,442,394

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2%

12 TYPE OF REPORTING PERSON*

OO

CUSIP NO. 316827104

13 G

Page 6 of 15

1 NAME OF REPORTING PERSON

K. David Chao (Chao)

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER 481,099 shares. SHARED VOTING POWER 3,422,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A and 156,406 are directly owned by Aff III. Chao is a managing member of GPIII, the general partner of DCMIII, DCMIII-A and Aff III, and may be deemed to have shared power to vote these shares. SOLE DISPOSITIVE POWER 481,099 shares. SHARED DISPOSITIVE POWER 3,442,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A and 156,406 are directly owned by Aff III. Chao is a managing member of GPIII, the general partner of DCMIII, DCMIII-A and Aff III, and may be deemed to have shared power to dispose of these shares.
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,923,493

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.1%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 316827104

13 G

Page 7 of 15

1 NAME OF REPORTING PERSON

Dixon R. Doll (Doll)

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
		0 shares.
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		3,442,394 shares, of which 3,201,171 are directly
OWNED BY EACH		owned by DCMIII, 84,817 are directly owned by
REPORTING		DCMIII-A and 156,406 are directly owned by Aff III.
PERSON	7	Doll is a managing member of GPIII, the general
WITH	8	partner of DCMIII, DCMIII-A and Aff III, and may
		be deemed to have shared power to vote these shares.
		SOLE DISPOSITIVE POWER
		0 shares.
		SHARED DISPOSITIVE POWER
		3,442,394 shares, of which 3,201,171 are directly
		owned by DCMIII, 84,817 are directly owned by
		DCMIII-A and 156,406 are directly owned by Aff III.
		Doll is a managing member of GPIII, the general
		partner of DCMIII, DCMIII-A and Aff III, and may
		be deemed to have shared power to dispose of these
		shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,442,394

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 316827104

13 G

Page 8 of 15

1 NAME OF REPORTING PERSON

Peter W. Moran (Moran)

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
		0 shares.
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		3,442,394 shares, of which 3,201,171 are directly
OWNED BY EACH		owned by DCMIII, 84,817 are directly owned by
REPORTING		DCMIII-A, and 156,406 are directly owned by Aff
PERSON	7	III. Moran is a managing member of GPIII, the
WITH	8	general partner of DCMIII, DCMIII-A and Aff III,
		and may be deemed to have shared power to vote
		these shares.
		SOLE DISPOSITIVE POWER
		0 shares.
		SHARED DISPOSITIVE POWER
		3,442,394 shares, of which 3,201,171 are directly
		owned by DCMIII, 84,817 are directly owned by
		DCMIII-A, and 156,406 are directly owned by Aff
		III. Moran is a managing member of GPIII, the
		general partner of DCMIII, DCMIII-A, and Aff III,
		and may be deemed to have shared power to vote
		these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,442,394

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 316827104

13 G

Page 9 of 15

1 NAME OF REPORTING PERSON

Robert I. Theis (Theis)

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5

SHARES 6

BENEFICIALLY
OWNED BY EACH

REPORTING

PERSON 7

WITH 8

SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

3,442,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A, and 156,406 are directly owned by Aff III. This is a managing member of GPIII, the general partner of DCMIII, DCMIII-A and Aff III, and may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

0 shares.

SHARED DISPOSITIVE POWER

3,442,394 shares, of which 3,201,171 are directly owned by DCMIII, 84,817 are directly owned by DCMIII-A, and 156,406 are directly owned by Aff III. This is a managing member of GPIII, the general partner of DCMIII, DCMIII-A and Aff III, and may be deemed to have shared power to dispose these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,442,394

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.2%

12 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 316827104

13 G

Page 10 of 15

ITEM 1(A).

NAME OF ISSUER

51job, Inc.

ITEM 1(B).

ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

Building 3

No. 1387 Zhang Dong Road

Shanghai 201203

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:

DCM

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

13 G

Page 11 of 15

(a)

Amount beneficially owned:

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.

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

CUSIP NO. 316827104

13 G

Page 12 of 15

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 12, 2007

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

K. David Chao

Dixon R. Doll

By:

/s/ Dixon R. Doll

Dixon R. Doll

CUSIP NO. 316827104

13 G

Page 13 of 15

Peter W. Moran

By:

/s/ Peter W. Moran

Peter W. Moran

Robert I. Theis

By:

/s/ Robert I. Theis

Robert I. Theis

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* §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

CUSIP NO. 316827104

13 G

Page 14 of 15

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on
Sequentially
Numbered Page

15

CUSIP NO. 316827104

13 G

Page 15 of 15

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 12, 2007

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

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