

YINGLI GREEN ENERGY HOLDING CO LTD
Form SC 13G/A
January 28, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Amendment No. 2)
Under the Securities Exchange Act of 1934
Yingli Green Energy Holding Company Limited**

(Name of Issuer)
Ordinary Shares*
American Depositary Shares

(Title of Class of Securities)
98584B 103**

(CUSIP Number)
December 31, 2010

(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.

* Not for trading, but only in connection with the registration of American Depositary Shares each representing 1 ordinary share.

** This CUSIP number applies to the American Depositary Shares.

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).

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NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

1

Trustbridge Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

5

NUMBER OF 8,740,213 ¹

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

8,740,213 ²

SHARED DISPOSITIVE POWER

WITH 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,740,213 ²

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.5% ²

TYPE OF REPORTING PERSON

12

PN

¹ Includes
(i) 5,400,688
American
Depositary
Shares, each
representing 1
ordinary share,
and
(ii) 3,339,525
ordinary shares
issuable upon
the conversion
of up to
\$14,562,000 in
convertible
notes held
directly by
Trustbridge
Partners II, L.P.
(TB II). TB II is
a limited
partnership
whose general
partner is TB
Partners GP2,
L.P. The general
partner of TB
Partners GP2,
L.P. is TB
Partners GP
Limited.

² Percentage ownership reported based on 157,244,185 ordinary shares represented by the Issuer as outstanding as of December 31, 2010, and does not include up to 1,038,872 restricted shares issued but unvested under the Issuer's 2006 stock incentive plan. Assuming vesting of all such additional restricted shares, the percentage held by the persons filing would continue to be 5.5%.

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TB Partners GP2, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 8,740,213 ³

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 8,740,213 ⁴

8 SHARED DISPOSITIVE POWER

WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,740,213 ⁴

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.5% ⁴

TYPE OF REPORTING PERSON

12

PN

³ Includes
(i) 5,400,688
American
Depositary
Shares, each
representing 1
ordinary share,
and
(ii) 3,339,525
ordinary shares
issuable upon
the conversion
of up to
\$14,562,000 in
convertible
notes held
directly by
Trustbridge
Partners II, L.P.
(TB II). TB II is
a limited
partnership
whose general
partner is TB
Partners GP2,
L.P. The general
partner of TB
Partners GP2,
L.P. is TB
Partners GP
Limited.

⁴ Percentage ownership reported based on 157,244,185 ordinary shares represented by the Issuer as outstanding as of December 31, 2010, and does not include up to 1,038,872 restricted shares issued but unvested under the Issuer's 2006 stock incentive plan. Assuming vesting of all such additional restricted shares, the percentage held by the persons filing would continue to be 5.5%.

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TB Partners GP Limited

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

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 8,740,213 ⁵

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 8,740,213 ⁶

8 SHARED DISPOSITIVE POWER

WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,740,213 ⁶

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

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.5% ⁶

TYPE OF REPORTING PERSON *

12

PN

⁵ Includes
(i) 5,400,688
American
Depositary
Shares, each
representing 1
ordinary share,
and
(ii) 3,339,525
ordinary shares
issuable upon
the conversion
of up to
\$14,562,000 in
convertible
notes held
directly by
Trustbridge
Partners II, L.P.
(TB II). TB II is
a limited
partnership
whose general
partner is TB
Partners GP2,
L.P. The general
partner of TB
Partners GP2,
L.P. is TB
Partners GP
Limited.

⁶ Percentage ownership reported based on 157,244,185 ordinary shares represented by the Issuer as outstanding as of December 31, 2010, and does not include up to 1,038,872 restricted shares issued but unvested under the Issuer's 2006 stock incentive plan. Assuming vesting of all such additional restricted shares, the percentage held by the persons filing would continue to be 5.5%.

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Item 1(a) Name of Issuer:

Yingli Green Energy Holding Company Limited (the Issuer)

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

No. 3055 Middle Fuxing Road, Baoding 071051, People's Republic of China

Item 2(a) Name of Person Filing:

TB Partners GP Limited, which is the controlling person of TB Partners GP2, L.P., which is the controlling person of Trustbridge Partners II, L.P.

Item 2(b) Address of Principal Business Office or, If None, Residence; Citizenship

Room 1206, One Lujiazui
68, Yincheng Road (c), Pudong,
Shanghai, People's Republic of China

Item 2(c) Citizenship

Trustbridge Partners II, L.P. Cayman Islands
TB Partners GP2, L.P. Cayman Islands
TB Partners GP Limited Cayman Islands

Item 2(d) Title of Class of Securities:

Ordinary shares, par value US\$0.01
American Depositary Shares

Item 2(e) CUSIP Number:

98584B 103

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

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Item 4. Ownership

| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: | Sole power to dispose or to direct the disposition of: | Shared power to dispose or to direct the disposition of: |
|-------------------------------|-----------------------------------|--------------------------|---|--|---|---|
| Trustbridge Partners II, L.P. | 8,740,213 ordinary shares | 5.5% | 8,740,213 ordinary shares | 0 | 8,740,213 ordinary shares | 0 |
| TB Partners GP2, L.P. | 8,740,213 ordinary shares | 5.5% | 8,740,213 ordinary shares | 0 | 8,740,213 ordinary shares | 0 |
| TB Partners GP Limited | 8,740,213 ordinary shares | 5.5% | 8,740,213 ordinary shares | 0 | 8,740,213 ordinary shares | 0 |

The percentages of ownership set forth above are based on 157,244,185 ordinary shares represented by the Issuer as outstanding as of December 31, 2010, and does not include up to 1,038,872 restricted shares issued but unvested under the Issuer's 2006 stock incentive plan. Assuming vesting of all such additional restricted shares, the percentage held by the persons filing would continue to be 5.5%.

TB Partners GP Limited is the controlling person of TB Partners GP2, L.P., which is the controlling person of Trustbridge Partners II, L.P., which is the record owner of the ordinary shares.

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

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

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. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

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SIGNATURE**

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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. In addition, by signing below, the undersigned agrees that this Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: January 28, 2011

TRUSTBRIDGE PARTNERS II, L.P.

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative

TB PARTNERS GP2, L.P.

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative

TB PARTNERS GP LIMITED

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative

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**SCHEDULE 13G
LIST OF EXHIBITS**

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Exhibit No. Description

A Joint Filing Agreement

EXHIBIT A

Joint Filing Agreement

This Joint Filing Agreement (this **Agreement**) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of Ordinary Shares of Yingli Green Energy Holding Company Limited is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 28, 2011

TRUSTBRIDGE PARTNERS II, L.P.

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative

TB PARTNERS GP2, L.P.

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative

TB PARTNERS GP LIMITED

By: /s/ Shujun Li
Name: Shujun Li
Title: Authorized Representative