

Origin Agritech LTD
Form SC 13G/A
February 13, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13G
(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Origin Agritech Limited
(Name of Issuer)

Common Stock
(Title of Class of Securities)

G67828106
(CUSIP Number)

December 31, 2007
Date of Event Which Requires Filing of the 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.

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	13G	Page 2 of 18 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Investment Group, L.L.C.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007.⁽¹⁾	
12.	TYPE OF REPORTING PERSON PN; HC	

(1) Based on 24,700,000 outstanding shares of the Issuer's common stock, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K, filed with the Securities and Exchange Commission on September 5, 2007. As of December 31, 2007, the Reporting Persons beneficially owned 2,930 shares of Issuer's Common Stock and \$40,000,000 in principal amount of Issuer's 1.0% Guaranteed Senior Secured Convertible Notes due 2012 (the "Notes"), collectively convertible into 3,478,261 shares (the "Note Shares") of Issuer's common stock. Notwithstanding the foregoing, the number of shares beneficially owned by the Reporting Persons is equal to 2,741,395 shares, or 9.99% of the issued and outstanding shares of the Issuer's common stock because, pursuant to an Investor Rights Agreement, dated as of July 25, 2007, by and among Citadel Equity Fund Ltd., the Issuer, Dr. Han Gengchen, Mr. Yang Yasheng and Mr. Yuan Liang, in no event shall the Reporting Persons be entitled to convert any portion of the Notes for any number of Note Shares that, upon giving effect to such conversion, would cause the aggregate number of shares of the Issuer's common stock owned by the Reporting Persons to exceed 9.99% of the outstanding shares of the Issuer's common stock immediately after giving effect to such conversion.

CUSIP NO. G67828106	13G	Page 3 of 18 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Investment Group II, L.L.C.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
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9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007. ⁽¹⁾	
12.	TYPE OF REPORTING PERSON PN; HC	

CUSIP NO. G67828106	13G	Page 4 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
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12.	TYPE OF REPORTING PERSON PN; HC	

CUSIP NO. G67828106	13G	Page 5 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Kenneth Griffin	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
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CUSIP NO. G67828106	13G	Page 6 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Holdings I LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
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CUSIP NO. G67828106	13G	Page 7 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Holdings II LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
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10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
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CUSIP NO. G67828106	13G	Page 8 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Advisors LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007.⁽¹⁾	
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CUSIP NO. G67828106	13G	Page 9 of 18 Pages
------------------------	------------	--------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Equity Fund Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007.⁽¹⁾	
12.	TYPE OF REPORTING PERSON PN; HC	

CUSIP NO. G67828106	13G	Page 10 of 18 Pages
------------------------	------------	---------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Derivatives Group LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
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10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007.⁽¹⁾	
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CUSIP NO. G67828106	13G	Page 11 of 18 Pages
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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Derivatives Trading Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
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10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
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CUSIP NO. G67828106	13G	Page 12 of 18 Pages
------------------------	------------	---------------------

1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Horizon S.a r.l.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,741,395 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.9% as of December 31, 2007.⁽¹⁾	
12.	TYPE OF REPORTING PERSON CO	

CUSIP NO. G67828106	13G	Page 13 of 18 Pages
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Item 1(a) Name of Issuer: **Origin Agritech Limited**
 1(b) Address of Issuer's Principal Executive Offices:

**No. 21 Sheng Ming Yuan Road
 Changping District, Beijing, China 102206**

Item 2(a) Name of Person Filing⁽²⁾
 Item 2(b) Address of Principal Business Office
 Item 2(c) Citizenship

Citadel Investment Group, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited liability company

Citadel Investment Group II, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited liability company

Citadel Limited Partnership
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited partnership

Kenneth Griffin
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 U.S. Citizen

Citadel Holdings I LP
 c/o Citadel Investment Group II, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited partnership

(2) Citadel Holdings Ltd., a Cayman Islands company ("CH"), is majority owned by Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. Citadel Horizon S.a. r.l. ("Horizon") is a subsidiary of CEF. CKGSF and CH do not have control over the voting or disposition of securities held by CEF or by Horizon. Until December 31, 2007, Citadel Wellington LLC, a Delaware limited

liability company (“CW”), was the majority owner of Citadel Derivatives Group LLC (“CDG”). Effective January 1, 2008, Citadel Derivatives Group Investors LLC, a Delaware limited liability company (“CDGI”), became the majority owner of CDG. CW did not, and CDGI does not, have control over the voting or disposition of securities held by CDG. Until December 31, 2007, Citadel Derivatives Trading Ltd. (“CDT”) was a wholly-owned subsidiary of CEF. Effective January 1, 2008, CLP Holdings LLC, a Delaware limited liability company (“CLP Holdings”), became the majority owner of CDT. CKGSF, CH and CEF did not, and CLP Holdings does not, have control over the voting or disposition of shares held by CDT. Citadel Investment Group II, L.L.C., Citadel Holdings I LP, Citadel Holdings II LP and Citadel Advisors LLC are included in this filing as Reporting Persons even though such entities did not have control over the voting or disposition of securities held by CDG or CDT, as applicable, until January 1, 2008.

CUSIP NO. G67828106	13G	Page 14 of 18 Pages
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Citadel Holdings II LP
c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Delaware limited partnership

Citadel Advisors LLC
c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Delaware limited liability company

Citadel Equity Fund Ltd.
c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Cayman Islands company

Citadel Derivatives Group LLC
c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Delaware limited liability company

Citadel Derivatives Trading Ltd.
c/o Citadel Investment Group II, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Cayman Islands company

Citadel Horizon S.a. r.l.
c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street
32nd Floor
Chicago, Illinois 60603
Luxembourg company

2(d)

Title of Class of Securities:

Common Stock, no par value

2(e)

CUSIP Number: **G67828106**

Page 14 of 18

CUSIP NO. G67828106	13G	Page 15 of 18 Pages
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Item 3 If this statement is filed pursuant to Rules 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:

CITADEL INVESTMENT GROUP, L.L.C.
CITADEL INVESTMENT GROUP II, L.L.C.
CITADEL LIMITED PARTNERSHIP
KENNETH GRIFFIN
CITADEL HOLDINGS I LP
CITADEL HOLDINGS II LP
CITADEL ADVISORS LLC
CITADEL EQUITY FUND LTD.
CITADEL DERIVATIVES GROUP LLC
CITADEL DERIVATIVES TRADING LTD.
CITADEL HORIZON S.A. R.L.

(a) Amount beneficially owned:

2,741,395 shares.⁽¹⁾

(b) Percent of Class:

Approximately 9.9% as of the date of this filing.⁽¹⁾

Page 15 of 18

CUSIP NO. G67828106	13G	Page 16 of 18 Pages
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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

See Item 4(a) above.⁽¹⁾

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.⁽¹⁾

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 the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

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.

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

CUSIP NO. G67828106	13G	Page 17 of 18 Pages
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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 13th day of February, 2008

KENNETH GRIFFIN	CITADEL EQUITY FUND LTD.
By: <u>/s/ John C. Nagel</u> John C. Nagel, attorney-in-fact*	By: Citadel Limited Partnership, its Portfolio Manager
CITADEL LIMITED PARTNERSHIP	By: Citadel Investment Group, L.L.C., its General Partner
By: Citadel Investment Group, L.L.C., its General Partner	By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory
By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory	CITADEL INVESTMENT GROUP, L.L.C.
CITADEL DERIVATIVES GROUP LLC	By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory
By: Citadel Holdings I LP, its Manager	CITADEL DERIVATIVES TRADING LTD.
By: Citadel Investment Group II, L.L.C., its General Partner	By: Citadel Advisors LLC, its Portfolio Manager
By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory	By: Citadel Holdings II LP, its Sole Managing Member
CITADEL INVESTMENT GROUP II, L.L.C.	By: Citadel Investment Group II, L.L.C., its General Partner
By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory	By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory
CITADEL HOLDINGS I LP	
By: Citadel Investment Group II, L.L.C., its General Partner	
By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory	

CUSIP NO. G67828106	13G	Page 18 of 18 Pages
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<p>CITADEL HOLDINGS II LP</p> <p>By: Citadel Investment Group II, L.L.C., its General Partner</p> <p>By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory</p>	<p>CITADEL ADVISORS LLC</p> <p>By: Citadel Holdings II LP, its Sole Managing Member</p> <p>By: Citadel Investment Group II, L.L.C., its General Partner</p> <p>By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory</p>
<p>CITADEL HORIZON S.A. R.L.</p> <p>By: Citadel Limited Partnership, its Portfolio Manager</p> <p>By: Citadel Investment Group, L.L.C., its General Partner</p> <p>By: <u>/s/ John C. Nagel</u> John C. Nagel, Authorized Signatory</p>	