

eLong, Inc.
Form SC 13G/A
February 14, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

eLong, Inc.

(Name of Issuer)

Ordinary Shares, \$.01 par value

(Title of Class of Securities)

290138205

(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 securities, and for any subsequent amendment containing information which would alter the disclosures provided in a previous page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 17 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 the provisions of the Act (however, see the Notes).

OMB APPROVAL

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3235-0145

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**For Sandgrain Securities Inc. and Angelo Frank Perrone only.

CUSIP No. 290138205

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Expedia Asia Pacific Alpha Limited (formerly known as IACT Asia Pacific Limited)
 No I.R.S Identification Number

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
 Cayman Islands

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

5. Sole Voting Power
 39,535

6. Shared Voting Power
 10,257,739

7. Sole Dispositive Power
 39,535 ordinary shares (1)

8. Shared Dispositive Power
 0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 10,257,739 ordinary shares (2)

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

11. Percent of Class Represented by Amount in Row (9)
 40.9% (3)

12. Type of Reporting Person (See Instructions)
 00 a limited liability company

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(1) Expedia Asia Pacific - Alpha Limited (formerly known as IACT Asia Pacific Limited) is the record and beneficial owner of, and has sole voting and dispositive power with respect to, 28,550,704 High-Vote Ordinary Shares of eLong, Inc. In addition, Expedia Asia Pacific - Alpha Limited is the record holder of an option to purchase 699,517 ordinary shares of eLong, Inc. of which options to purchase 39,535 ordinary shares are currently exercisable or, exercisable within the next 60 days. The 28,550,704 High-Vote Ordinary Shares and the vested options to purchase 39,535 ordinary shares represent approximately 94.9% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc. The High-Vote Ordinary Shares are not reportable on this Amendment (as defined below) pursuant to Sections 13(d) and (g) under the Exchange Act of 1934, as amended.

(2) Although Expedia Asia Pacific - Alpha Limited does not hold any ordinary shares of eLong, Inc., it is a party to a certain Investors Agreement dated July 23, 2004 (the "Investors Agreement") by and among eLong, Inc. and the other parties named therein, including Expedia Asia Pacific - Alpha Limited, Billable Development, Ltd., Lawrence Auriana, Peter Lerner, Ira S. Nordlicht and Helen S. Scott JTWROS, Purple Mountain Holding, Ltd., Time Intelligent Finance Limited, Mind Trade Assets Limited, Gold Partner Consultants Limited, Top River Assets Limited, Wang Gui Ying, Sun Li Ming and Wang Yi Jie (the "Shareholders"), pursuant to which the Shareholders have agreed to vote any shares of capital stock of eLong, Inc. held by each Shareholder for the election of directors and other matters in the manner provided in the Investors Agreement, including for the election of directors designated by Expedia Asia Pacific - Alpha Limited and for the election of the Chief Executive Officer of eLong, Inc. as a director. By virtue of the Investors Agreement, this Reporting Person may be deemed to beneficially own all of the Record Shares (as defined in Item 4(a)) and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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(3) Percentage includes only the Record Shares. Taking into account the 28,550,704 High-Vote Ordinary Shares and the vested options to purchase 39,535 ordinary shares, Expedia Asia Pacific - Alpha Limited controls approximately 94.9% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Expedia, Inc.
91-1996083

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Washington

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
39,535 ordinary shares (4)

6. Shared Voting Power
10,257,739 ordinary shares (4)

7. Sole Dispositive Power
39,535 ordinary shares (4)

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,257,739 ordinary shares (4)

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

11. Percent of Class Represented by Amount in Row (9)
40.9% (5)

12. Type of Reporting Person (See Instructions)
CO

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(4) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Expedia, Inc., a Washington corporation (["Expedia Washington"]), has ultimate voting and investment power over Expedia Asia Pacific - Alpha Limited, which is a party to the Investors Agreement. Therefore, Expedia Washington may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(5) See footnote 3.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Expedia, Inc.
91-1996085

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(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
39,535 ordinary shares (6)

6. Shared Voting Power
10,257,739 ordinary shares (6)

7. Sole Dispositive Power
39,535 ordinary shares (6)

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,257,739 ordinary shares (6)

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

11. Percent of Class Represented by Amount in Row (9)
40.9% (7)

12. Type of Reporting Person (See Instructions)
CO

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(6) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Expedia, Inc., a Delaware corporation (["Expedia Delaware"]), has ultimate voting and investment power over Expedia Washington which has ultimate voting and investment power over Expedia Asia Pacific - Alpha Limited, which is a party to the Investors Agreement. Therefore, Expedia Delaware may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(7) See footnote 3.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Barry Diller
N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
39,535 ordinary shares (8)

6. Shared Voting Power
10,257,739 ordinary shares (8)

7. Sole Dispositive Power
39,535 ordinary shares (8)

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,257,739 ordinary shares (8)

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

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

40.9% (9)

12. Type of Reporting Person (See Instructions)

IN

(8) See footnote 1 for a description of the High-Vote Ordinary Shares and the option to purchase ordinary shares held of record by Expedia Asia Pacific - Alpha Limited. Barry Diller is the Chairman and Senior Executive of Expedia Delaware. Mr. Diller and Liberty Media Corporation are parties to a Stockholders Agreement (the "Expedia Stockholders Agreement") relating to Expedia Delaware. Through his own holdings and the Expedia Stockholders Agreement, Mr. Diller generally has the ability to control the outcome of all matters submitted to a vote of Expedia Delaware's stockholders (except with regard to certain specified matters). Therefore, Mr. Diller may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

(9) See footnote 3.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Billable Development, Ltd.
No I.R.S. Identification Number

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

British Virgin Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
6,341 ordinary shares (10)

6. Shared Voting Power
10,257,739 ordinary shares (11)

7. Sole Dispositive Power
6,341 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,257,739 ordinary shares (11)

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

11. Percent of Class Represented by Amount in Row (9)
40.9%

12. Type of Reporting Person (See Instructions)
 a limited liability company

(10) Represents less than 1% of the voting power of all issued and outstanding shares of capital stock of eLong, Inc.

(11) This Reporting Person is a party to the Investors Agreement. By virtue of the Investors Agreement, this Reporting Person may be deemed to beneficially own all of the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Xiaojian Zhong
N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

People's Republic of China

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
6,341 ordinary shares (10)

6. Shared Voting Power
10,257,739 ordinary shares (12)

7. Sole Dispositive Power
6,341 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,257,739 ordinary shares (12)

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

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

40.9%

12. Type of Reporting Person (See Instructions)

IN

(12) Mr. Zhong has the ultimate voting and investment power with respect to Billable Development, Ltd., a party to the Investors Agreement. Therefore, Mr. Zhong may be deemed to beneficially own the Record Shares and is filing this Amendment as part of a group solely with respect to the shared voting power under the Investors Agreement.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Lawrence Auriana

N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
3,911,111.12 ordinary shares (10)

6. Shared Voting Power
10,257,739 ordinary shares (11)

7. Sole Dispositive Power
0 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,257,739 ordinary shares (11)

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

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

40.9%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sandgrain Securities Inc.
11-300-6260

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(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
0 ordinary shares

6. Shared Voting Power
0 ordinary shares

7. Sole Dispositive Power
3,911,111.12 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,911,111.12 ordinary shares

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

11. Percent of Class Represented by Amount in Row (9)
17.7%

12. Type of Reporting Person (See Instructions)
BD

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Angelo Frank Perrone
N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
0 ordinary shares

6. Shared Voting Power
0 ordinary shares

7. Sole Dispositive Power
3,911,111.12 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,911,111.12 ordinary shares

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

11. Percent of Class Represented by Amount in Row (9)
17.7%

12. Type of Reporting Person (See Instructions)
BD

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Peter Lerner

N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.

Sole Voting Power

318,116.55 ordinary shares (10)

6.

Shared Voting Power

10,257,739 ordinary shares (11)

7.

Sole Dispositive Power

318,116.55 shares

8.

Shared Dispositive Power

0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,257,739 ordinary shares (11)

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

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

40.9%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ira S. Nordlicht & Helen S. Scott JTWROS
N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
97,777.78 ordinary shares (10)

6. Shared Voting Power
10,257,739 ordinary shares (11)

7. Sole Dispositive Power
97,777.78 ordinary shares

8. Shared Dispositive Power
0 ordinary shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,257,739 ordinary shares (11)

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

11. Percent of Class Represented by Amount in Row (9)
40.9%

12. Type of Reporting Person (See Instructions)