

21Vianet Group, Inc.
Form SC 13D/A
January 29, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)

21VIANET GROUP, INC.
(Name of Issuer)

American Depositary Shares,
each representing six Class A ordinary shares, par value US\$0.00001 per share
(Title of Class of Securities)

90138A996
(CUSIP Number)

Jonathan Selvadouray
Temasek International Pte. Ltd.
60B Orchard Road, #06-18 Tower 2
The Atrium@Orchard
Singapore 238891
Telephone: +65 6828 2442

With Copies to:
Miranda So
Davis Polk & Wardwell
Hong Kong Club Building
3A Chater Road
Central, Hong Kong
Telephone: + 852 2533 3300
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 28, 2015
(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.

*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 (“Exchange 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. 90138A996

1. Names of Reporting Persons.

Esta Investments Pte. Ltd.

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)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Singapore

7.

Sole Voting Power

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8.

Shared Voting Power

64,668,022 Class A ordinary shares

9.

Sole Dispositive Power

0

10.

Shared Dispositive Power

64,668,022 Class A ordinary shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

64,668,022 Class A ordinary shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

Approximately 15.18% of the Class A ordinary shares¹

14. Type of Reporting Person (See Instructions)

CO

1 Represents approximately 5.80% of the voting power of the ordinary shares of the Issuer. Represents approximately 13.07% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B ordinary shares into Class A ordinary shares. Based on 426,000,143 Class A ordinary shares and 68,906,248 Class B ordinary shares outstanding as of January 15, 2015 as communicated by the Issuer to the Reporting Persons on January 15, 2015.

CUSIP No. 90138A996

1. Names of Reporting Persons.

Tembusu Capital Pte. Ltd.

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)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Singapore

7.

Sole Voting Power

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

8.

Shared Voting Power

64,668,022 Class A ordinary shares

9.

Sole Dispositive Power

0

10.

Shared Dispositive Power

64,668,022 Class A ordinary shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

64,668,022 Class A ordinary shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

Approximately 15.18% of the Class A ordinary shares²

14. Type of Reporting Person (See Instructions)

CO

2 Represents approximately 5.80% of the voting power of the ordinary shares of the Issuer. Represents approximately 13.07% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B ordinary shares into Class A ordinary shares. Based on 426,000,143 Class A ordinary shares and 68,906,248 Class B ordinary shares outstanding as of January 15, 2015 as communicated by the Issuer to the Reporting Persons on January 15, 2015.

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CUSIP No.

90138A996

1. Names of Reporting Persons.

Temasek Holdings (Private) 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)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Singapore

7. Sole Voting Power

NUMBER OF SHARES 0

BENEFICIALLY 8. Shared Voting Power

OWNED BY EACH 64,668,022 Class A ordinary shares

REPORTING PERSON WITH 9. Sole Dispositive Power

0

10. Shared Dispositive Power

64,668,022 Class A ordinary shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

64,668,022 Class A ordinary shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

Approximately 15.18% of the Class A ordinary shares³

14. Type of Reporting Person (See Instructions)

CO

3 Represents approximately 5.80% of the voting power of the ordinary shares of the Issuer. Represents approximately 13.07% of the total ordinary shares of the Issuer assuming conversion of all outstanding Class B ordinary shares into Class A ordinary shares. Based on 426,000,143 Class A ordinary shares and 68,906,248 Class B ordinary shares outstanding as of January 15, 2015 as communicated by the Issuer to the Reporting Persons on January 15, 2015.

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This Amendment No. 3 to Schedule 13D (this “Amendment No. 3”) amends and supplements the Schedule 13D filed on October 25, 2013 (the “Original Schedule 13D”), as amended by Amendment No. 1 thereto dated December 2, 2014 (“Amendment No. 1”), Amendment No. 2 thereto dated January 16, 2015 (“Amendment No. 2”, together with Amendment No. 1, this Amendment No. 3 and the Original Schedule 13D, the “Statement”), and is being filed on behalf of Esta Investments Pte. Ltd., a company incorporated under the laws of Singapore (“Esta”), Tembusu Capital Pte. Ltd., a company incorporated under the laws of Singapore (“Tembusu”), and Temasek Holdings (Private) Limited, a company incorporated under the laws of Singapore (“Temasek Holdings”, together with Esta and Tembusu, the “Reporting Persons”) in respect of the American Depositary Shares (the “ADSs”), each representing six Class A ordinary shares, par value \$0.00001 per share (the “Class A Ordinary Shares”), of 21Vianet Group, Inc., a company incorporated under the laws of the Cayman Islands (the “Issuer”), with its principal executive office located at M5, 1 Jiuxianqiao East Road, Chaoyang District, Beijing 100016, The People’s Republic of China.

This Amendment No. 3 is being filed by the Reporting Persons to report the amendment of the 2014 Purchase Agreement.

Unless otherwise stated herein, the Original Schedule 13D as amended by Amendment No. 1 and Amendment No. 2 remains in full force and effect. All capitalized terms used in this Amendment No. 3 but not defined herein shall have the meanings ascribed thereto in the Original Schedule 13D, Amendment No. 1 and Amendment No. 2.

Item 2. Identity and Background

Item 2 of the Statement (including Schedule A attached thereto) is hereby amended and restated in its entirety as follows:

This Schedule 13D is jointly filed on behalf of Esta Investments Pte. Ltd., a company incorporated under the laws of Singapore (“Esta”), Tembusu Capital Pte. Ltd., a company incorporated under the laws of Singapore (“Tembusu”), and Temasek Holdings (Private) Limited, a company incorporated under the laws of Singapore (“Temasek Holdings”). The principal business address of each of Esta, Tembusu and Temasek Holdings is 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore, 238891. The principal business of each of Esta, Tembusu and Temasek Holdings is investment holding.

Esta is a wholly-owned subsidiary of Tembusu, which is in turn a wholly-owned subsidiary of Temasek Holdings.

The name, business address, present principal occupation and citizenship of the directors and executive officers of each of the Reporting Persons are set forth in Schedule A attached hereto, which is incorporated herein by reference.

Neither the Reporting Persons nor, to the best knowledge of each of the Reporting Persons, any of the persons listed in Schedule A has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his or its being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended and supplemented by inserting the following paragraphs before the last paragraph of Item 4:

On January 28, 2015, the Issuer and Esta entered into an amendment to the 2014 Purchase Agreement (the “Amendment Agreement”). Pursuant to the Amendment Agreement, the Schedule 3.03(a) (Company Capitalization) of the 2014 Purchase Agreement is amended and restated in its entirety as set forth in the Amendment Agreement.

A copy of the Amendment Agreement is attached hereto as Exhibit 99.7, and is incorporated by reference herein. The foregoing descriptions of the Amendment Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by, the full text of such agreement attached hereto as Exhibit 99.7.

Item 7. Material to be Filed as Exhibits

Item 7 of the Statement is hereby amended and supplemented by adding the following exhibit:

Exhibit 99.7. Amendment No. 1 to Purchase Agreement, dated as of January 28, 2015, between the Issuer and Esta.

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.

Date: January 29, 2015

ESTA INVESTMENTS PTE. LTD.

By: /s/ Ang Peng Huat
Name: Ang Peng Huat
Title: Authorised Signatory

TEMBUSU CAPITAL PTE. LTD.

By: /s/ Goh Bee Kheng
Name: Goh Bee Kheng
Title: Director

TEMASEK HOLDINGS (PRIVATE)
LIMITED

By: /s/ Choo Soo Shen Christina
Name: Choo Soo Shen
Christina
Title: Authorised Signatory

SCHEDULE A

The name, business address and present principal occupation of each director and executive officer of the Reporting Persons is set forth below.

Esta Investments Pte. Ltd.

| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|----------|--|---|----------------------|
| Director | Lim Kim Hwee c/o 60B Orchard Road #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Director – Operations Temasek International Pte. Ltd. | Singapore Citizen |
| Director | Ray Parangam c/o 60B Orchard Road #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Director – Organisation and People Temasek International Pte. Ltd. | Indian Citizen |

Tembusu Capital Pte. Ltd.

| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|----------|--|--|----------------------|
| Director | Cheong Kok Tim c/o 60B Orchard Road #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Managing Director – Legal & Regulations Temasek International Pte. Ltd. | Singapore Citizen |
| Director | Goh Bee Kheng c/o 60B Orchard Road #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Managing Director – Finance Temasek International Pte. Ltd. | Singapore Citizen |

Temasek Holdings (Private) Limited

| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|------------------------|---|---|----------------------|
| Chairman & Director | Lim Boon Heng 60B Orchard Road, #06-18 Tower 2, | Chairman Temasek Holdings (Private) Limited | Singapore Citizen |

The Atrium@Orchard,
Singapore 238891

Deputy Chairman Cheng Wai Keung
3 Killiney Road
#10-01
Winsland House 1
Singapore 239519

Chairman and Managing Director Singapore
Citizen
Wing Tai Holdings
Limited

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| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|----------|---|--|----------------------------|
| Director | Kua Hong Pak 205 Braddell Road, East Wing 7th Floor Singapore 579701 | Managing Director and Group CEO ComfortDelGro Corporation Limited | Singapore Citizen |
| Director | Goh Yew Lin 50 Raffles Place, #33-00 Singapore Land Tower Singapore 048623 | Managing Director G.K. Goh Holdings Limited | Singapore Citizen |
| Director | Teo Ming Kian Caldecott Broadcast Centre, Andrew Road Singapore 299939 | Chairman, MediaCorp Pte. Ltd. | Singapore Citizen |
| Director | Marcus Wallenberg SE-106 40 Stockholm, Sweden | Chairman Skandinaviska Enskilda Banken, Saab AB and Foundation Asset Management Sweden AB | Swedish Citizen |
| Director | Lien Jown Leam Michael One Raffles Place (formerly known as OUB Centre) #51-00 Singapore 048616 | Executive Chairman Wah Hin and Company Private Limited | Singapore Citizen |
| Director | Wong Yuen Kuai Lucien One Marina Boulevard #28-00 Singapore 018989 | Chairman and Senior Partner Allen & Gledhill LLP | Singapore Citizen |
| Director | Robert Bruce Zoellick c/o 101 Constitution Avenue, NW Suite 1000 East Washington, DC 20001 | Chairman, Goldman Sachs International Advisors | United States Citizen |
| Director | Chin Yoke Choong Bobby c/o Interlocal Exim Pte Ltd 2 Kim Chuan Lane, Kong Siang Group Building Singapore 532072 | Deputy Chairman, NTUC Enterprise Cooperative Limited | Singapore Citizen |
| Director | Ng Chee Siong Robert | Chairman, Sino Land Company Ltd. | Singapore Citizen/ Hong |

11th -12th Floors,
Tsim Sha Tsui Centre,
Salisbury Road,
Tsim Sha Tsui, Kowloon, Hong
Kong

Kong Citizen

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| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|--|--|---|--------------------------|
| Director | Peter Robert Voser 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 | Board Director, International Business Machines Corporation and Roche Holding Ltd | Swiss Citizen |
| Executive Director & CEO | Ho Ching 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Executive Director and CEO Temasek Holdings (Private) Limited | Singapore Citizen |
| President, Temasek International Pte. Ltd. | Gregory L. Curl 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | President Temasek International Pte. Ltd. | United States Citizen |
| President, Temasek International Pte. Ltd. | Lee Theng Kiat 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | President Temasek International Pte. Ltd. | Singapore Citizen |
| Co-Head, Corporate Development Group, Head, Organisation & People, Temasek International Pte. Ltd. | Chan Wai Ching 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Co-Head, Corporate Development Group, Head, Organisation & People, Temasek International Pte. Ltd. | Singapore Citizen |
| Head, Strategic & Public Affairs, Temasek International Pte. Ltd. | Cheo Hock Kuan 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Strategic & Public Affairs, Temasek International Pte. Ltd. | Singapore Citizen |
| Head, Investment Group, Co-Head, China, Co-Head, Credit Portfolio, Temasek International Pte. Ltd. | Chia Song Hwee 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Investment Group, Co-Head, China, Co-Head, Credit Portfolio, Temasek International Pte. Ltd. | Singapore Citizen |

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| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|--|---|--|-------------------|
| Head, Enterprise Development Group, Head, Singapore, Co-Head, Americas, Temasek International Pte. Ltd. | Dilhan Pillay Sandrasegara 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Enterprise Development Group, Head, Singapore, Co-Head, Americas, Temasek International Pte. Ltd. | Singapore Citizen |
| Co-Head, Markets Group, Head, Consumer & Real Estate, Head, South East Asia, Temasek International Pte. Ltd. | Heng Chen Seng David 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Co-Head, Markets Group, Head, Consumer & Real Estate, Head, South East Asia, Temasek International Pte. Ltd. | Singapore Citizen |
| Head, Corporate Development Group, Chief Financial Officer, Co-Head, Portfolio Management, Temasek Holdings (Private) Limited | Leong Wai Leng 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Corporate Development Group, Chief Financial Officer, Co-Head, Portfolio Management, Temasek Holdings (Private) Limited | Singapore Citizen |
| Co-Head, Enterprise Development Group, Head, Industrials, Head, Australia & New Zealand, Head, Africa & Middle East, Temasek International Pte. Ltd. | Nagi Adel Hamiyeh 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Co-Head, Enterprise Development Group, Head, Industrials, Head, Australia & New Zealand, Head, Africa & Middle East, Temasek International Pte. Ltd. | Singapore Citizen |
| Senior Managing Director, Enterprise Development Group, Temasek International Pte. Ltd. | Neil Garry McGregor 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Senior Managing Director, New Zealand Enterprise Development Group, Temasek International Pte. Ltd. | Citizen |
| General Counsel, Temasek | Pek Siok Lan | General Counsel | Singapore Citizen |

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| | | |
|---|---|--|
| International Pte. Ltd. | 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Temasek International Pte. Ltd. |
| Head, Telecom, Media & Technology, Co-Head, India, Co-Head, Africa & Middle East, Temasek International Pte. Ltd. | Ravi Mahinder Lambah 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Telecom, Media & Indian Citizen Technology, Co-Head, India, Co-Head, Africa & Middle East, Temasek International Pte. Ltd. |

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| Position | Name and Business Address | Present Principal Occupation | Citizenship |
|---|---|--|-----------------------|
| Co-Head, Investment Group, Co-Head, Portfolio & Strategy Group, Head, Energy & Resources, Head, India, Head, Portfolio Strategy & Value Management, Temasek International Pte. Ltd. | Rohit Sipahimalani 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Co-Head, Investment Group, Co-Head, Portfolio & Strategy Group, Head, Energy & Resources, Head, India, Head, Portfolio Strategy & Value Management, Temasek International Pte. Ltd. | Singapore Citizen |
| Head, Markets Group, President, Americas, Head, Credit Portfolio, Temasek International Pte. Ltd. | Sim Hong Boon 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Markets Group, President, Americas, Head, Credit Portfolio, Temasek International Pte. Ltd. | United States Citizen |
| Head, Portfolio and Strategy Group, Head, Europe, Head, Portfolio Management, Head, Strategy, Co-Head, Singapore, Temasek International Pte. Ltd. | Tan Chong Lee 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, Portfolio and Strategy Group, Head, Europe, Head, Portfolio Management, Head, Strategy, Co-Head, Singapore, Temasek International Pte. Ltd. | Singapore Citizen |
| Head, China Temasek International Pte. Ltd. | Wu Yibing 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891 | Head, China Temasek International Pte. Ltd. | United States Citizen |
| Senior Managing Director, Europe, Co-Head, Industrials, Temasek International (Europe) Limited | Benoit Louis Marie Francois Valentin 23 King Street London SW1Y 6QY United Kingdom | Senior Managing Director, France Europe, Co-Head, Industrials, Temasek International (Europe) Limited | Citizen |

