

Yih Yu Chuan
Form SC 13D
April 03, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

LJ International Inc.

(Name of Issuer)

Ordinary Shares, \$0.01 Par Value Per Share

(Title of Class of Securities)

G55312105

(CUSIP Number)

Mr. Yu Chuan Yih

Mr. Hon Tak Ringo Ng

Ms. Ka Man Au

Mr. Hoi Tsun Peter Au

Mr. Yuin Chiek Lye

Ms. Hoi Yee Vicky Chan

Mr. Zhicheng Shi

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Primeon, Inc.

Hillside Financial

Shilin Investments

c/o LJ International Inc.

Unit #12, 12/F, Block A

Focal Industrial Centre

21 Man Lok Street

Hung Hom, Kowloon

Hong Kong

Attention: Ka Man Au

Telephone: (852) 2764-3622

With copies to:

Joseph W.K. CHAN

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China

(86) 21 2322 9322

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 22, 2013

(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. "

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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 to whom copies are to be sent.

* 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. G55312105

1. Name of reporting person:

YU CHUAN YIH

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

THE UNITED STATES OF AMERICA

7. Sole voting power

Number of

shares 1,534,353⁽²⁾

beneficially 8. Shared voting power

owned by

each 1,855,700⁽¹⁾⁽²⁾⁽³⁾

reporting 9. Sole dispositive power

person

1,534,353⁽²⁾

with 10. Shared dispositive power

1,855,700⁽¹⁾⁽²⁾⁽³⁾

11. Aggregate amount beneficially owned by each reporting person

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3,390,053 ⁽¹⁾⁽²⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares ..

13. Percent of class represented by amount in Row (11)

10.23%⁽⁴⁾

14. Type of reporting person

IN

- (1) Including 1,855,700 Shares held by Ms. Au for and on the behalf of Mr. Yih.
- (2) 3,390,053 Shares beneficially owned by Mr. Yih have been pledged to the Sponsor (as defined herein) pursuant to a share charge dated March 22, 2013, among the Sponsor, Mr. Yih and Ms. Au.
- (3) Mr. Yih is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Mr. Yih may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Mr. Yih include 1,855,700 Shares held by Ms. Au for and on behalf of Mr. Yih, but exclude Shares held by any other Reporting Person (in the case of Ms. Au, other than 1,855,700 Shares held by Ms. Au for and on behalf of Mr. Yih), in each case as to which Mr. Yih disclaims beneficial ownership.
- (4) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

KA MAN AU

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

HONG KONG

7. Sole voting power

Number of

shares 2,461,730⁽¹⁾⁽²⁾

beneficially 8. Shared voting power

owned by

each 0⁽³⁾

reporting 9. Sole dispositive power

person

with 2,461,730⁽¹⁾⁽²⁾

10. Shared dispositive power

0⁽³⁾

11. Aggregate amount beneficially owned by each reporting person

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2,461,730⁽¹⁾⁽²⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares ..

13. Percent of class represented by amount in Row (11)

7.43%⁽⁴⁾

14. Type of reporting person

IN

- (1) Including vested options to purchase 200,000 Shares, exercisable within 60 days of the date hereof.
- (2) 1,855,700 Shares held by Ms. Au for and on behalf of Mr. Yih have been pledged to the Sponsor pursuant to a share charge dated March 22, 2013, among the Sponsor, Mr. Yih and Ms. Au.
- (3) Ms. Au is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Ms. Au may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Ms. Au include 1,855,700 Shares held by Ms. Au for and on behalf of Mr. Yih, but exclude Shares held by any other Reporting Person, in each case as to which Ms. Au disclaims beneficial ownership.
- (4) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

HON TAK RINGO NG

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

HONG KONG

7. Sole voting power

Number of

shares 577,035⁽¹⁾

beneficially 8. Shared voting power

owned by

each 0⁽²⁾

reporting 9. Sole dispositive power

person

577,035⁽¹⁾

with 10. Shared dispositive power

0⁽²⁾

11. Aggregate amount beneficially owned by each reporting person

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577,035⁽¹⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares ..

13. Percent of class represented by amount in Row (11)

1.74%⁽³⁾

14. Type of reporting person

IN

- (1) Including vested options to purchase 200,000 Shares, exercisable within 60 days of the date hereof.
- (2) Mr. Ng is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Mr. Ng may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Mr. Ng exclude Shares held by any other Reporting Person, in each case as to which Mr. Ng disclaims beneficial ownership.
- (3) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

HOI TSUN PETER AU

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

HONG KONG

7. Sole voting power

Number of

shares 32,000⁽¹⁾

beneficially 8. Shared voting power

owned by

each 0⁽²⁾

reporting 9. Sole dispositive power

person

with 32,000⁽¹⁾

10. Shared dispositive power

0⁽²⁾

11. Aggregate amount beneficially owned by each reporting person

32,000⁽¹⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares ..

13. Percent of class represented by amount in Row (11)

0.10%⁽³⁾

14. Type of reporting person

IN

- (1) Including vested options to purchase 32,000 Shares, exercisable within 60 days of the date hereof.
- (2) Mr. Au is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Mr. Au may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Mr. Au exclude Shares held by any other Reporting Person, in each case as to which Mr. Au disclaims beneficial ownership.
- (3) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

YUIN CHIEK LYE

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

MALAYSIA

7. Sole voting power

Number of

shares 284,760⁽¹⁾

beneficially 8. Shared voting power

owned by

each 0⁽²⁾

reporting 9. Sole dispositive power

person

with 284,760⁽¹⁾

10. Shared dispositive power

0⁽²⁾

11. Aggregate amount beneficially owned by each reporting person

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284,760⁽¹⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

0.86%⁽³⁾

14. Type of reporting person

IN

- (1) Including vested options to purchase 92,000 Shares, exercisable within 60 days of the date hereof.
- (2) Mr. Lye is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Mr. Lye may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Mr. Lye exclude Shares held by any other Reporting Person, in each case as to which Mr. Lye disclaims beneficial ownership.
- (3) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

HOI YEE VICKY CHAN

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

HONG KONG

7. Sole voting power

Number of

shares 50,000⁽¹⁾

beneficially 8. Shared voting power

owned by

each 0⁽²⁾

reporting 9. Sole dispositive power

person

with 50,000⁽¹⁾

10. Shared dispositive power

0⁽²⁾

11. Aggregate amount beneficially owned by each reporting person

50,000⁽¹⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

0.15%⁽³⁾

14. Type of reporting person

IN

- (1) Including vested options to purchase 20,000 Shares, exercisable within 60 days of the date hereof.
- (2) Ms. Chan is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Ms. Chan may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Ms. Chan exclude Shares held by any other Reporting Person, in each case as to which Ms. Chan disclaims beneficial ownership.
- (3) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

ZHICHENG SHI

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

PF, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization

CHINA

7. Sole voting power

Number of

shares 570,000

beneficially 8. Shared voting power

owned by

each 864,800⁽¹⁾⁽²⁾

reporting 9. Sole dispositive power

person

570,000

with 10. Shared dispositive power

864,800⁽¹⁾⁽²⁾

11. Aggregate amount beneficially owned by each reporting person

1,434,800⁽¹⁾

12. Check box if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

4.33%⁽³⁾

14. Type of reporting person

IN

- (1) Including 700,000 Shares held by Primeon, Inc., 104,500 Shares held by Hillside Financial and 60,300 Shares held by Shilin Investments. Mr. Shi has sole voting and dispositive power with respect to the Shares held by Primeon, Inc., Hillside Financial and Shilin Investments.
- (2) Mr. Shi is a party to a Voting Agreement (as defined herein), dated March 22, 2013, which agreement contains, among other things, certain voting agreements and limitations on the sale of Shares owned by the Reporting Persons (as defined herein). As a result, Mr. Shi may be deemed to be a member of a group, within the meaning of Section 13(d)(3) of the Act, comprised of the Reporting Persons. Shares listed as beneficially owned by Mr. Shi exclude Shares held by any Reporting Person other than Shi Shareholders, in each case as to which Mr. Shi disclaims beneficial ownership.
- (3) Percentage calculated based on 33,150,672 Shares outstanding, including 32,072,672 Shares outstanding as of March 26, 2013 (as provided by the Company) and vested options to purchase 1,078,000 Shares, exercisable within 60 days of the date hereof.

CUSIP No. G55312105

1. Name of reporting person:

PRIMEON, INC.

2. Check the appropriate box if a member of a group

(a) (b)

3. SEC use only

4. Source of funds

AF, WC, OO

5. Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e):

6. Citizenship or place of organization