

China Lodging Group, Ltd
Form SC 13G/A
February 10, 2017

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

SCHEDULE 13G

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

China Lodging Group Ltd
(Name of Issuer)

ADR
(Title of Class of Securities)

16949N109
(CUSIP Number)

12/31/16
(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 the disclosures provided in a prior cover page.

The information required in 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. 16949N109

NAMES OF REPORTING PERSONS

1

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

Schroder Investment Management Ltd

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

1,742,468

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,742,468

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,742,468

10

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.701% of outstanding shares

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

FI

2

CUSIP No. 16949N109

NAMES OF REPORTING PERSONS

1

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

Schroder Investment Management
Hong Kong Ltd

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5

4,615,612

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

4,615,612

SHARED DISPOSITIVE POWER

8

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,615,612

10

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

1.857% of outstanding shares

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

FI

3

CUSIP No. 16949N109

NAMES OF REPORTING PERSONS

1

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

Schroder Investment Management
North America Ltd

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5
24,104

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
24,104

SHARED DISPOSITIVE POWER

8
0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,104

10

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

0.01% of outstanding shares

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

FI

4

CUSIP No. 16949N109

NAMES OF REPORTING PERSONS

1

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

Schroder Investment Management Singapore Ltd

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER

5
12,250,800

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
12,250,800

SHARED DISPOSITIVE POWER

8
0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,250,800

10

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

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

4.929% of outstanding shares

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

FI

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Item 1.

- (a) Name of Issuer
China Lodging Group Ltd (ADR)
- (b) Address of Issuer's Principal Executive Offices
No. 2266 Hongqiao Road, Changning District, Shanghai 200336, PRC

Item 2.

- (a) Name of Person Filing
Schroder Investment Management North America Inc
Address of Principal Business Office or, if none, Residence
- (b) 875 Third Ave, 22nd Floor
New York, NY 10022
- (c) Citizenship
USA
- (d) Title of Class of Securities
ADR
- (e) CUSIP Number
16949N109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 18,632,984
- (b) Percent of class: 7.497% of outstanding shares
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
0
 - (ii) Shared power to vote or to direct the vote
18,632,984
 - (iii) Sole power to dispose or to direct the disposition of
0
 - (iv) Shared power to dispose or to direct the disposition of
18,632,984

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Not applicable.

Item 8. Identification and Classification of Members of the Group

Schroder Investment Management Ltd., Schroder Investment Management North America Ltd., Schroder Investment Management Hong Kong Ltd., and Schroder Investment Management Singapore, Ltd are registered investment advisers with their respective home country regulator and under common control with the adviser. Schroder Investment Management Ltd. and Schroder Investment Management North America Ltd are located in the United Kingdom at 31 Gresham Street, London EC2V 7QA. Schroder Investment Management Hong Kong Ltd is located at Level 22, Two Pacific Place, 88 Queensway, Hong Kong. Schroder Investment

Management Singapore, Ltd is located at 138 Market Street #23-02, CapitaGreen, Singapore 048946.. Schroder Investment Management North America Inc. disclaims the existence of a group.

Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

February 9, 2017

By: /s/ Karl Dasher
Name: Karl Dasher**
Title: Chief Executive
Officer

Schroder Investment
Management North
America Inc

** Authorized by
Power of Attorney to
sign on behalf of the
following Advisor:
Schroder Investment
Management North
America Ltd
Schroder Investment
Management Ltd
Schroder Investment
Management Hong
Kong Ltd

Schroder Investment
Management
Singapore Ltd

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