

Edgar Filing: New Oriental Education & Technology Group Inc. - Form SC 13G

New Oriental Education & Technology Group Inc.  
Form SC 13G  
July 27, 2012

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

New Oriental Education & Technology Group Inc.  
(Name of Issuer)

Common Shares  
(Title of Class of Securities)

647581107  
(CUSIP Number)

July 17, 2012  
(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. 647581107

1. Names of Reporting Persons.

Joho Partners, L.P.

2. Check the Appropriate Box if a Member Of a Group

☐ (a)  
☒ (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

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Number of Shares	5. Sole Voting Power: 0
Beneficially Owned by	6. Shared Voting Power: 3,813,947
Each Reporting Person With:	7. Sole Dispositive Power: 0
	8. Shared Dispositive Power: 3,813,947
9. Aggregate Amount Beneficially Owned by Each Reporting Person	
3,813,947	
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11. Percent of Class Represented by Amount in Row (9)	
2.41%	
12. Type of Reporting Person	
PN	

Item 1. (a) Name of Issuer: New Oriental Education & Technology Group Inc.

(b) Address of Issuer's Principal Executive Offices:

No. 6 Hai Dian Zhong Street  
Haidian District  
Beijing 100080  
The People's Republic of China

Item 2. (a) Name of Person Filing:

Joho Partners, L.P.

(b) Address of Principal Business Office, or, if None, Residence:

55 E. 59th Street  
New York, NY 10022  
United States

(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

(d) Title of Class of Securities:

Common Shares

(e) CUSIP No.: 647581107

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 Act.

(b) ☐ Bank as defined in Section 3(a)(6) of the Act.

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act.

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- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940.
- (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 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;
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not Applicable

### 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:

3,813,947

- (b) Percent of class:

2.41%

- (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

3,813,947

- (iii) Sole power to dispose or to direct the disposition of

0

- (iv) Shared power to dispose or to direct the disposition of

3,813,947

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

X

### Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

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.

### 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.

Dated: July 27, 2012

Joho Partners, L.P.

By: /s/ Timothy K. McManus

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Name: Timothy K. McManus  
Title: Chief Financial Officer  
of RAK Capital, LLC, General  
Partner to Joho Partners, L.P.