

NETEASE.COM, INC.

Form SC 13G/A

February 14, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

**NetEase.Com Inc.**

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(Name of Issuer)

**Ordinary shares, par value \$0.0001 per share**

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(Title of Class of Securities)

**64110W102 (\*\*)**

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(CUSIP Number)

**December 31, 2011**

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(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 Instructions).

CUSIP No.: 64110W102 (\*\*)

1	NAME OF REPORTING PERSON
	Orbis Investment Management Limited
	("OIML")
	Orbis Asset Management Limited

("OAML")  
Orbis Investment Management (B.V.I.)  
Limited ("OIML BVI")

I.R.S. IDENTIFICATION NO. OF  
ABOVE PERSON (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP

2  
(a) ☒  
(b) ☐

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4  
OAML and OIML are companies  
organized under the laws of Bermuda.  
OIML BVI is a company organized under  
the laws of the British Virgin Islands.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 417,068,125
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 417,068,125
	8	SHARED DISPOSITIVE POWER 0

9  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
OAML 998,875; OIML BVI 71,035,050;  
OIML 345,034,200

10  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES ☐

11  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
12.9%

12  
TYPE OF REPORTING PERSON  
FI (OIML, OIML BVI), OO (OAML)

CUSIP No.: 64110W102 (\*\*)

ITEM 1(a). NAME OF  
ISSUER:

NetEase.Com,  
Inc.

ADDRESS OF  
ISSUER'S

ITEM 1(b). PRINCIPAL  
EXECUTIVE  
OFFICES:

15th Floor,  
North Tower,  
Beijing Kerry  
Center,  
No. 1, Guanghua  
Road, Chaoyang  
District,  
Beijing 100020,  
P.R. China

ITEM 2(a). NAME OF  
PERSON  
FILING:

Orbis  
Investment  
Management  
Limited  
("OIML")  
Orbis Asset  
Management  
Limited  
("OAML")  
Orbis  
Investment  
Management  
(B.V.I.) Limited  
("OIML BVI")

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

Orbis House, 25  
Front Street,  
Hamilton HM  
11, Bermuda

ITEM 2(c). CITIZENSHIP:

OAML and  
OIML are  
companies  
organized under  
the laws of  
Bermuda. OIML  
BVI is a  
company  
organized under  
the laws of the  
British Virgin  
Islands.

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Ordinary shares,  
par value  
\$0.0001 per  
share

ITEM 2(e). CUSIP  
NUMBER:

64110W102  
(\*\*)

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-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 (15 U.S.C. 78c);
- (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) ☒ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J); for OIML and OIML BVI  
☒ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution
- (k) in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution: equiv to IA (only for OIML and OIML BVI)

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:

OAML 998,875; OIML BVI 71,035,050; OIML 345,034,200

(b) Percent of class:

12.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

417,068,125

(ii) Shared power to vote or to direct the vote:

0

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

417,068,125

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

0

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 [ ].

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

Other persons have  
the right to receive  
and the power to  
direct the receipt of  
dividends from, or  
the proceeds from the  
sale of 345,034,200  
ordinary shares of  
NetEase.Com, Inc.,

beneficially owned  
by Orbis Investment  
Management  
Limited.

Another person has  
the right to receive  
and the power to  
direct the receipt of  
dividends from, or  
the proceeds from the  
sale of 71,035,050  
ordinary shares of  
NetEase.Com, Inc.,  
beneficially owned  
by Orbis Investment  
Management (B.V.I.)  
Limited.

Other persons have  
the right to receive  
and the power to  
direct the receipt of  
dividends from, or  
the proceeds from the  
sale of 998,875  
ordinary shares of  
NetEase.Com, Inc.,  
beneficially owned  
by Orbis Asset  
Management  
Limited.

IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
ITEM 7. WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF

THE GROUP:

Orbis Investment Management Limited ("OIML"), Orbis Investment Management (B.V.I) Limited ("OIML BVI") and Orbis Asset Management Limited ("OAML") are together making this filing because they may be deemed to constitute a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Information with respect to each of OIML, OIML BVI and OAML (collectively, the "Reporting Persons") is given solely by each such Reporting Person and no Reporting Person has responsibility for the accuracy or completeness of information supplied by the other Reporting Person.

OIML is the beneficial owner of 345,034,200 ordinary shares or 10.7% of the 3,235,666,156 ordinary shares of NetEase.Com, Inc. believed to be outstanding.

OIML BVI is the beneficial owner of 71,035,050 ordinary

shares or 2.2% of the  
3,235,666,156  
ordinary shares of  
NetEase.Com, Inc.  
believed to be  
outstanding.

OAML is the  
beneficial owner of  
998,875 ordinary  
shares or 0.0% of the  
3,235,666,156  
ordinary shares of  
NetEase.Com, Inc.  
believed to be  
outstanding.

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

ITEM 10. CERTIFICATION:

By signing below I  
certify that, to the  
best of my knowledge  
and belief, the foreign  
regulatory schemes  
applicable to Orbis  
Investment  
Management Limited  
and Orbis Investment  
Management (B.V.I.)  
Limited are  
substantially  
comparable to the  
regulatory scheme  
applicable to the  
functionally  
equivalent U.S.  
institution(s). I also  
undertake to furnish  
to the Commission  
staff, upon request,  
information that  
would otherwise be  
disclosed in a  
Schedule 13D.



## 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.

February 14, 2012

Date

Orbis Investment Management Limited

Orbis Investment Management (B.V.I.) Limited

Orbis Asset Management Limited

/s/ James Dorr

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Signature

James Dorr, General Counsel

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Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).  
CUSIP No.: 64110W102 (\*\*)

Exhibit A

CUSIP No. 64110W102 (\*\*)- The CUSIP number applies to the Issuer's American Depositary Shares, each representing 25 ordinary shares.