

McGovern Patrick J
Form SC 13G/A
February 08, 2013

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 7)*

China Finance Online Co. Limited
(Name of Issuer)

Ordinary Shares, Par Value HK\$0.001 Per Share, ("Ordinary Shares") and
American Depositary Shares ("ADSs")¹
(Title of Class of Securities)

1693791042
(CUSIP Number)

December 31, 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)³
- Rule 13d-1(d)⁴

*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).

1 Each American Depositary Share represents five (5) Ordinary Shares.

2 This CUSIP number applies to the Issuer's ADSs.

3 Chi Sing Ho's Schedule 13G filing is filed pursuant to Rule 13d-1(c).

4 All reporting persons other than Chi Sing Ho make their respective Schedule 13G filing pursuant to Rule 13d-1(d).

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

IDG Technology Venture Investment, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

934,101 ADSs, each representing five Ordinary Shares (1)

6. SHARED VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER

934,101 ADSs, each representing five Ordinary Shares (1)

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,101 ADSs, each representing five Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

4.2%(2)

12. TYPE OF REPORTING PERSON *

CO

(1) By virtue of being the sole shareholder of the Reporting Person and the controlling shareholder of such sole shareholder, International Data Group, Inc. and Patrick J. McGovern may also be deemed to have sole voting and dispositive power with respect to these securities.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the "Company") outstanding as of December 31, 2011, as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

International Data Group, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

5. SOLE VOTING POWER

934,101 ADSs, each representing five Ordinary Shares (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

934,101 ADSs, each representing five Ordinary Shares (1)

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,101 ADSs, each representing five Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

4.2%(2)

12. TYPE OF REPORTING PERSON *

CO

(1) The record owner of these shares is IDG Technology Venture Investment, Inc. By virtue of being the sole shareholder of IDG Technology Venture Investment, Inc., the Reporting Person may be deemed to have sole voting and dispositive power with respect to these shares.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the "Company") outstanding as of December 31, 2011, as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

IDG Technology Venture Investment, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

6,723,115 Ordinary Shares(1)

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

6,723,115 Ordinary Shares(1)

8. SHARED DISPOSITIVE POWER

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

6.1%(2)

12. TYPE OF REPORTING PERSON *

PN

(1) By virtue of being the general partner of the Reporting Person and the persons controlling such general partner, IDG Technology Venture Investments, LLC, Chi Sing Ho and Quan Zhou acting together may also be deemed to have sole voting and dispositive power with respect to these securities.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the “Company”) outstanding as of December 31, 2011, as reported in the Issuer’s annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

IDG Technology Venture Investments, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

6,723,115 Ordinary Shares(1)

6. SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER

6,723,115 Ordinary Shares(1)

8. SHARED DISPOSITIVE POWER

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

6.1%(2)

12. TYPE OF REPORTING PERSON *

PN

(1) The record owner of these shares is IDG Technology Venture Investment, LP. By virtue of being the general partner of IDG Technology Venture Investment, LP, the Reporting Person may be deemed to have sole voting and

dispositive power with respect to these shares.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the “Company”) outstanding as of December 31, 2011, as reported in the Issuer’s annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

Patrick J. McGovern

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5. SOLE VOTING POWER

934,101 ADSs, each representing five Ordinary Shares (1)

6. SHARED VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER

934,101 ADSs, each representing five Ordinary Shares (1)

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

934,101 ADSs, each representing five Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

4.2%(2)

12. TYPE OF REPORTING PERSON *

IN

(1) The record owner of these shares is IDG Technology Venture Investment, Inc. The sole shareholder of IDG Technology Venture Investment, Inc. is International Data Group, Inc. By virtue of being the controlling shareholder of International Data Group, Inc., the Reporting Person may be deemed to have sole voting and dispositive power with respect to these securities.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the "Company") outstanding as of December 31, 2011, as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

Quan Zhou

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,723,115 Ordinary Shares(1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,723,115 Ordinary Shares(1)

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

6.1%(2)

12. TYPE OF REPORTING PERSON *

IN

(1) The record owner of these shares is IDG Technology Venture Investment, LP. is the record owner of these shares. The general partner of IDG Technology Venture Investment, LP. is IDG Technology Venture Investments, LLC, of

which the Reporting Person and Chi Sing Ho are managing members. By virtue of acting together to direct the management and operations of IDG Technology Venture Investments, LLC, the Reporting Person and Chi Sing Ho may be deemed to have shared voting and dispositive power with respect to all these securities.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the "Company") outstanding as of December 31, 2011, as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

1. NAME OF REPORTING PERSONS

Chi Sing Ho

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

6,723,115 Ordinary Shares(1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

6,723,115 Ordinary Shares(1)

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,723,115 Ordinary Shares

10. CHECK IF THE AGGREGATED AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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

6.1%(2)

12. TYPE OF REPORTING PERSON *

IN

(1) The record owner of these shares is IDG Technology Venture Investment, LP. The general partner of IDG Technology Venture Investment, LP. is IDG Technology Venture Investments, LLC, of which the Reporting Person

and Quan Zhou are managing members. By virtue of acting together to direct the management and operations of IDG Technology Venture Investments, LLC, the Reporting Person and Quan Zhou may be deemed to have shared voting and dispositive power with respect to all these shares.

(2) Based upon 110,935,383 Ordinary Shares of China Finance Online Co. Limited (the "Company") outstanding as of December 31, 2011, as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2011 filed on April 30, 2012.

CUSIP No. 169379104

ITEM 1(a). NAME OF ISSUER:

China Finance Online Co. Limited

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

9th Floor, Tower C
Corporate Square
No. 35 Financial Street
Xicheng District
Beijing, 100140, China

ITEM 2(a). NAME OF PERSONS FILING:

1. IDG Technology Venture Investment, Inc.
2. International Data Group, Inc.
3. IDG Technology Venture Investments, LP
4. IDG Technology Venture Investments, LLC
5. Patrick J. McGovern
6. Quan Zhou
7. Chi Sing Ho

The above persons have agreed that this Statement may be filed by IDG Technology Venture Investment, Inc. and IDG Technology Venture Investment, LP on behalf of all of them jointly pursuant to Rule 13d-1(k). A copy of such agreement is attached as an Exhibit to this Statement.

IDG Technology Venture Investment, Inc. is a wholly owned by International Data Group, Inc., whose majority shareholder and controlling person is Patrick J. McGovern.

IDG Technology Venture Investments, LP is a limited partnership organized under the laws of the State of Delaware. The general partner of IDG Technology Venture Investments, LP is IDG Technology Venture Investments, LLC, a limited liability company organized under the laws of the State of Delaware. The managing members of IDG Technology Venture Investments, LLC are Chi Sing Ho and Quan Zhou.

On March 19, 2012, Chi Sing Ho replaced Patrick J. McGovern as one of the two managing members of IDG Technology Venture Investments, LLC.

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

For all reporting persons other than Quan Zhou and Chi Sing Ho:

One Exeter Plaza
Boston, MA 02109

For Quan Zhou:

Room 616, Tower A

COFCO Plaza
8 Jianguomennei Dajie
Beijing 100005, People's Republic of China

For Chi Sing Ho:

c/o IDG VC Management Ltd.
Unit 1509, The Center
99 Queen's Road
Central, Hong Kong

9

ITEM 2(c). CITIZENSHIP:

Patrick J. McGovern and Quan Zhou are citizens of the United States of America. Chi Sing Ho is a citizen of Canada. IDG Technology Venture Investment, Inc. and International Data Group, Inc. are each organized under the laws of the Commonwealth of Massachusetts. IDG Technology Venture Investment, LP. and IDG Technology Venture Investments, LLC are each organized under the laws of the State of Delaware.

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

Ordinary Shares

ITEM 2(e). CUSIP NUMBER:

169379104

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 (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 (15 U.S.C. 80a-8);
- (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 (15 U.S.C. 80a-3);
- (j) A Non-U.S. Institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a Non-U.S. Institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

ITEM 4. OWNERSHIP

The information for each reporting person contained in Items 5-11 of the cover pages is incorporated herein by reference.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

N/A

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

N/A

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

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

N/A

ITEM 10. CERTIFICATION

For all reporting persons other than Chi Sing Ho, who make their respective Schedule 13G filing pursuant to Rule 13d-1(d):

N/A.

For Chi Sing Ho, who makes his Schedule 13G filing pursuant to Rule 13d-1(c):

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, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. 169379104

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: February 8, 2013

IDG TECHNOLOGY VENTURE INVESTMENT, INC.

By: /s/ Edward B. Bloom
Name: Edward B. Bloom
Title: Authorized Signatory

IDG TECHNOLOGY VENTURE INVESTMENTS, LP
By: IDG Technology Venture Investments, LLC
its General Partner

By: /s/ Quan ZHOU
Name: Quan ZHOU
Title: Managing Member

CUSIP No. 169379104

Joint Filing AGREEMENT

We, the undersigned, hereby agree that the Statement on Schedule 13G in connection with the securities of China Finance Online Co. Limited to which this Agreement is an Exhibit, and any amendment thereafter signed by each of the undersigned, may be filed by IDG Technology Venture Investment, Inc. and IDG Technology Venture Investments, LP on behalf of each of the undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 8, 2013

IDG TECHNOLOGY VENTURE INVESTMENT, INC.

By: /s/ Edward B. Bloom
Name: Edward B. Bloom
Title: Authorized Signatory

INTERNATIONAL DATA GROUP, INC.

By: /s/ Patrick J. McGovern
Name: Patrick J. McGovern
Title: Authorized Signatory

IDG TECHNOLOGY VENTURE INVESTMENTS, LP

By: IDG Technology Venture Investments, LLC
its General Partner

By: /s/ Quan ZHOU
Name: Quan ZHOU
Title: Managing Member

IDG TECHNOLOGY VENTURE INVESTMENTS, LLC

By: /s/ Quan ZHOU
Name: Quan ZHOU
Title: Managing Member

PATRICK J. MCGOVERN

By: /s/ Patrick J. McGovern

QUAN ZHOU

By: /s/ Quan ZHOU

CHI SING HO

By: /s/ Chi Sing Ho

13
