

Yongye International, Inc.
Form 4
September 09, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

(Last) (First) (Middle)

1585 BROADWAY,

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Yongye International, Inc. [YONG]

3. Date of Earliest Transaction
(Month/Day/Year)

09/07/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/07/2011		P		185,941	A	\$ 5.5957	1,838,949	I	See footnotes (1) (2) (3) (4) (5)
Common Stock	09/08/2011		P		326,894	A	\$ 5.9257	2,165,843	I	See footnotes (1) (2) (3) (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MS HOLDINGS INC 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III, INC. 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C. 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III LP 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III LP 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
	X	X		

MORGAN STANLEY PRIVATE EQUITY ASIA III
HOLDINGS (CAYMAN) LTD
C/O WALKERS CORPORATE SERVICES LIMITED
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

See Explanation of
Responses

MSPEA AGRICULTURE HOLDING LTD
C/O WALKERS CORPORATE SERVICES LIMITED
WALKER HOUSE, 87 MARY STREET
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

X X

See Explanation of
Responses

Signatures

MORGAN STANLEY, By: /s/ Christina Huffman, Authorized Signatory

09/09/2011

__Signature of Reporting Person

Date

MS HOLDINGS INCORPORATED, By: /s/ Harvey Bertram Mogenson, Director / President

09/09/2011

__Signature of Reporting Person

Date

MORGAN STANLEY PRIVATE EQUITY ASIA III, INC., By: /s/ Alan K. Jones, President

09/09/2011

__Signature of Reporting Person

Date

MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C., By: /s/ Morgan Stanley Private
Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President

09/09/2011

__Signature of Reporting Person

Date

MORGAN STANLEY PRIVATE EQUITY ASIA III, L.P., By: /s/ Morgan Stanley Private
Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley Private Equity Asia III,
Inc., its sole member, By: /s/ Alan K. Jones, President

09/09/2011

__Signature of Reporting Person

Date

MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III, L.P., By:
/s/ Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley
Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President

09/09/2011

__Signature of Reporting Person

Date

MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD, By: /s/
Alan K. Jones, Sole Director

09/09/2011

__Signature of Reporting Person

Date

MSPEA AGRICULTURE HOLDING LIMITED, By: /s/ Alan K. Jones, Sole Director

09/09/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This form is filed by (i) Morgan Stanley, a Delaware corporation ("MS Parent"), (ii) MS Holdings Incorporated, a Delaware corporation ("MS Holdings"), (iii) Morgan Stanley Private Equity Asia III, Inc., a Delaware corporation ("MS Inc"), (iv) Morgan Stanley Private Equity Asia III, L.L.C., a Delaware limited liability company ("MS LLC"), (v) Morgan Stanley Private Equity Asia III, L.P., a Cayman Islands limited partnership ("MS LP"), (vi) Morgan Stanley Private Equity Asia Employee Investors III, L.P., a Cayman Islands limited

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partnership ("MS Employee"), (vii) Morgan Stanley Private Equity Asia III Holdings (Cayman) Ltd, a Cayman Islands limited liability company ("MSPEA Holdings") and (viii) MSPEA Agriculture Holding Limited, a Cayman Islands limited liability company ("MSPEA") (collectively, the "Reporting Persons"). MS Holdings is a wholly owned subsidiary of MS Parent.

- (2) (cont'd from FN1) MS Inc is a wholly owned subsidiary of MS Holdings and is the managing member of MS LLC. MS LLC is the general partner of both MS LP and MS Employee. MS LP holds 92.13% of MSPEA Holdings and MS Employee holds 7.87% of MSPEA Holdings. MSPEA Holdings owns 100% of MSPEA.

- (3) (cont'd from FN2) MSPEA is the record holder of 2,128,043 shares of Common Stock of the Issuer. MS Parent may be deemed to beneficially own the shares of Common Stock beneficially owned by operating units (collectively, the "MS Reporting Units") of MS Parent, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).

- (4) (cont'd from FN3) Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any such shares of Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose, and each of the Reporting Persons expressly disclaims the beneficial ownership thereof except to the extent of its pecuniary interest therein, if any.

- (5) (cont'd from FN4) MSPEA's nominee to the Issuer's board of directors, Mr. Homer Sun, became one of the Issuer's directors on June 9, 2011. By virtue of Mr. Homer Sun being one of the Issuer's directors, each of the Reporting Persons is a director by deputization.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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