

China Lodging Group, Ltd
Form SC 13G
February 09, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

Under the Securities Exchange Act of 1934

(Amendment No.3)*

China Lodging Group, Limited

(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share

(Title of Class of Securities)

G21182 103

(CUSIP Number)

December 31, 2016

(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 disclosures provided in a prior cover page.

The information required on 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).

SCHEDULE 13G

CUSIP No. G21182 103

| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS Sherman Holdings Limited CHECK THE APPROPRIATE BOX |
| 2 | IF (a) £ A (b) £ MEMBER OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Commonwealth of the Bahamas SOLE VOTING POWER 73,144,905 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 73,144,905 SHARED DISPOSITIVE POWER 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 73,144,905 |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: |
| 6 | CHECK BOX |
| 7 | CHECK BOX |
| 8 | CHECK BOX |
| 9 | CHECK BOX |
| 10 | CHECK BOX |

IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT
OF
CLASS
REPRESENTED
BY
11 AMOUNT
IN
ROW
9
26.5%
TYPE
OF
12 REPORTING
PERSON
CO

SCHEDULE 13G
CUSIP No. G21182 103

| | |
|----|--|
| | NAMES OF REPORTING PERSONS |
| 1 | Credit Suisse Trust Limited, as Trustee of the Ji Family Trust |
| | CHECK THE APPROPRIATE BOX |
| 2 | IF (a) £ A (b) £ |
| | MEMBER OF A GROUP |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Singapore |
| | SOLE VOTING POWER |
| 5 | 73,144,905 |
| | SHARED VOTING POWER |
| 6 | 0 |
| | SOLE DISPOSITIVE POWER |
| 7 | 73,144,905 |
| | SHARED DISPOSITIVE POWER |
| 8 | 0 |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | 73,144,905 |
| 10 | £ |

CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW 9
26.5%
TYPE OF
REPORTING
PERSON
CO

11

12

Item 1(a) Name of Issuer

China Lodging Group, Limited

Item 1(b) Address of Issuer's Principal Executive Offices

No. 2266 Hongqiao Road, Changning District
Shanghai 200336, People's Republic of China

Item 2(a) Name of Person Filing

I: Sherman Holdings Limited

II: Credit Suisse Trust Limited, as Trustee of the Ji Family Trust

Item 2(b) Address of Principal Business Office

I: The principal business office for Sherman Holdings Limited is:

The Bahamas Financial Centre

Shirley & Charlotte Streets

P.O. Box N-3023

Nassau

Bahamas

II: The principal business office for Credit Suisse Trust Limited is:

1 Raffles Link, #05-02

Singapore 039393

Item 2(c) Citizenship

See Item 4 of each cover page.

Item 2(d) Title of Class of Securities

Ordinary Shares, par value US\$0.0001 per share.

Item 2(e) CUSIP Number

G21182 103

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) £ A bank as defined in Section 3(a)(6) of the Act;

(c) £ An insurance company as defined in Section 3(a)(19) of the Act;

(d) £ An investment company registered under Section 8 of the Investment Company Act of 1940;

(e) £ An investment advisor 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 association 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) £ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
 - (k) £ A group, in accordance with Rule 13d-1(b)(1)(ii)(K).
- Not applicable.

Item 4 Ownership

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this statement is provided as of December 31, 2016. The percentage amounts are based on 276,397,062 ordinary shares outstanding as of March 31, 2016 as reported in the Issuer's annual report on Form 20-F for the fiscal year ended December 31, 2015 filed on April 20, 2016.

Amount beneficially owned:

I: Sherman Holdings Limited owns all of the equity interests in Winner Crown Holdings Limited ("Winner Crown"), of which Mr. Qi Ji is the sole beneficial owner. Sherman Holdings Limited is wholly owned by Credit Suisse Trust Limited, as Trustee of the Ji Family Trust ("CS Trustee").

II: CS Trustee owns all the equity interests in Winner Crown. It acts as trustee of the Ji Family Trust of which Qi Ji and his family members are the beneficiaries. CS Trustee disclaims beneficial ownership of the ordinary shares. The filing of this Schedule 13G should not be deemed an admission that CS Trustee is the beneficial owner of such ordinary shares for any purpose.

(b) Percent of class:

See Item 11 of each cover page.

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

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

See Item 5 of each cover page.

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

See Item 6 of each cover page.

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

See Item 7 of each cover page.

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

See Item 8 of each cover page.

Item 5 Ownership of Five Percent or Less of a Class

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 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

Not applicable

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 9, 2017

SHERMAN HOLDINGS LIMITED

By: /s/ Valerie Wong /s/ Koh Bee Eng

Authorized Signatories, for and on behalf of Bukit Merah Limited as Corporate Director of Sherman Holdings Limited

CREDIT SUISSE TRUST LIMITED

By: /s/ Valerie Wong /s/ Koh Bee Eng

Authorized Signatories of Credit Suisse Trust Limited as Trustee of The JI Family Trust