

New Oriental Education & Technology Group Inc.
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A*

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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

Common Shares, par value \$0.01 per share
(Title of Class of Securities)

647581107**
(CUSIP Number)

December 31, 2011
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

(Page 1 of 20 Pages)

*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).

** There is no CUSIP number assigned to the Common Shares of the Issuer (as defined below). CUSIP number 647581107 has been assigned to the American Depositary Shares of the Issuer (as defined below), which are quoted on The New York Stock Exchange under the symbol "EDU." Each American Depositary Share represents 1 Common Share.

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1 NAMES OF REPORTING PERSONS
 Lone Spruce, 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

5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 74,040 shares of Common Stock based on direct ownership of 74,040 American
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 7 depository shares
 8 SOLE DISPOSITIVE POWER
 -0-
 SHARED DISPOSITIVE POWER
 74,040 shares of Common Stock based on direct ownership of 74,040 American
 depository shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 74,040 shares of Common Stock based on direct ownership of 74,040 American depository shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.05%

12 TYPE OF REPORTING PERSON**
 PN

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1 NAMES OF REPORTING PERSONS
 Lone Balsam, 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

5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 162,335 shares of Common Stock based on direct ownership of 162,335 American
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH depositary shares

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER
 162,335 shares of Common Stock based on direct ownership of 162,335 American
 depositary shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 162,335 shares of Common Stock based on direct ownership of 162,335 American depositary shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.1%

12 TYPE OF REPORTING PERSON**
 PN

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1 NAMES OF REPORTING PERSONS
 Lone Sequoia, 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

5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 135,576 shares of Common Stock based on direct ownership of 135,576 American
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 depository shares

8 SOLE DISPOSITIVE POWER
 -0-

9 SHARED DISPOSITIVE POWER
 135,576 shares of Common Stock based on direct ownership of 135,576 American
 depository shares

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 135,576 shares of Common Stock based on direct ownership of 135,576 American depository shares

11 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.1%

13 TYPE OF REPORTING PERSON**
 PN

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| | | |
|--------------|--|---|
| 1 | NAMES OF REPORTING PERSONS | |
| | Lone Dragon Pine, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | (a) <input type="checkbox"/> |
| | | (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | SOLE VOTING POWER | |
| | -0- | |
| 6 | SHARED VOTING POWER | |
| NUMBER OF | 2,437,882 shares of Common Stock based on direct ownership of 2,437,882 | |
| SHARES | American depositary shares | |
| BENEFICIALLY | SOLE DISPOSITIVE POWER | |
| OWNED BY | -0- | |
| EACH | SHARED DISPOSITIVE POWER | |
| REPORTING | 2,437,882 shares of Common Stock based on direct ownership of 2,437,882 | |
| PERSON WITH | American depositary shares | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 2,437,882 shares of Common Stock based on direct ownership of 2,437,882 American depositary shares | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES | <input type="checkbox"/> |
| | CERTAIN SHARES** | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 1.5% | |
| 12 | TYPE OF REPORTING PERSON** | |
| | PN | |

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| | | |
|--------------|---|-----------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Lone Cascade, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | (a) .. (b) x |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | SOLE VOTING POWER | |
| | -0- | |
| 6 | SHARED VOTING POWER | |
| NUMBER OF | 3,431,048 shares of Common Stock based on direct ownership of 3,431,048 | |
| SHARES | American depositary shares | |
| BENEFICIALLY | 7 | |
| OWNED BY | SOLE DISPOSITIVE POWER | |
| EACH | -0- | |
| REPORTING | 8 | |
| PERSON WITH | SHARED DISPOSITIVE POWER | |
| | 3,431,048 shares of Common Stock based on direct ownership of 3,431,048 | |
| | American depositary shares | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,431,048 shares of Common Stock based on direct ownership of 3,431,048 American depositary | |
| | shares | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES | .. |
| | CERTAIN SHARES** | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 2.2% | |
| 12 | TYPE OF REPORTING PERSON** | |
| | PN | |

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1 NAMES OF REPORTING PERSONS
 Lone Sierra, 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

5 SOLE VOTING POWER
 -0-

6 SHARED VOTING POWER
 161,740 shares of Common Stock based on direct ownership of 161,740 American
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 depository shares

8 SOLE DISPOSITIVE POWER
 -0-

9 SHARED DISPOSITIVE POWER
 161,740 shares of Common Stock based on direct ownership of 161,740 American
 depository shares

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 161,740 shares of Common Stock based on direct ownership of 161,740 American depository shares

11 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.1%

13 TYPE OF REPORTING PERSON**
 PN

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1 NAMES OF REPORTING PERSONS
 Lone Pine Associates 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
 -0-

6 SHARED VOTING POWER
 371,951 shares of Common Stock based on direct ownership of 371,951 American
 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH depository shares

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER
 371,951 shares of Common Stock based on direct ownership of 371,951 American
 depository shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 371,951 shares of Common Stock based on direct ownership of 371,951 American depository shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.2%

12 TYPE OF REPORTING PERSON**
 OO

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| | | |
|----|--|---|
| 1 | NAMES OF REPORTING PERSONS | |
| | Lone Pine Members LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | (a) <input type="checkbox"/> |
| | | (b) <input checked="" type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | SOLE VOTING POWER | |
| | -0- | |
| 6 | SHARED VOTING POWER | |
| 7 | 6,030,670 shares of Common Stock based on direct ownership of 6,030,670 American depositary shares | |
| 8 | SOLE DISPOSITIVE POWER | |
| | -0- | |
| 9 | SHARED DISPOSITIVE POWER | |
| | 6,030,670 shares of Common Stock based on direct ownership of 6,030,670 American depositary shares | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 6,030,670 shares of Common Stock based on direct ownership of 6,030,670 American depositary shares | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** | <input type="checkbox"/> |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 3.8% | |
| 12 | TYPE OF REPORTING PERSON** | |
| | OO | |

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| | | |
|--------------|--|-----------------|
| 1 | NAMES OF REPORTING PERSONS | |
| | Lone Pine Capital LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** | (a) .. (b) x |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| 5 | SOLE VOTING POWER | |
| | -0- | |
| 6 | SHARED VOTING POWER | |
| NUMBER OF | 3,554,589 shares of Common Stock based on direct ownership of 3,554,589 | |
| SHARES | American depositary shares | |
| BENEFICIALLY | SOLE DISPOSITIVE POWER | |
| OWNED BY | -0- | |
| EACH | SHARED DISPOSITIVE POWER | |
| REPORTING | 3,554,589 shares of Common Stock based on direct ownership of 3,554,589 | |
| PERSON WITH | American depositary shares | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,554,589 shares of Common Stock based on direct ownership of 3,554,589 American depositary shares | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES** | .. |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 2.2% | |
| 12 | TYPE OF REPORTING PERSON** | |
| | IA | |

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1 NAMES OF REPORTING PERSONS
 Lone Pine Managing Member 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
 -0-

6 SHARED VOTING POWER
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210
 American depositary shares

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210
 American depositary shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210 American depositary
 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 6.3%

12 TYPE OF REPORTING PERSON**
 OO

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Stephen F. Mandel, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) ..
 (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States

5 SOLE VOTING POWER
 -0-

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210 American depositary shares

7 SOLE DISPOSITIVE POWER
 -0-

8 SHARED DISPOSITIVE POWER
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210 American depositary shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,957,210 shares of Common Stock based on direct ownership of 9,957,210 American depositary shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 6.3%

12 TYPE OF REPORTING PERSON**
 IN

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on February 14, 2011 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to Common Shares, par value \$0.01 (the "Common Shares"), of New Oriental Education & Technology Group Inc. (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G.

Item 1 (a). NAME OF ISSUER.

New Oriental Education & Technology Group Inc.

Item 1(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:

This statement is filed by:

- (i) Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"), with respect to the American Depositary Shares (defined in Item 4 A.(a) below) directly owned by it;
- (ii) Lone Balsam, L.P., a Delaware limited partnership ("Lone Balsam"), with respect to the American Depositary Shares directly owned by it;
- (iii) Lone Sequoia, L.P., a Delaware limited partnership ("Lone Sequoia"), with respect to the American Depositary Shares directly owned by it;
- (iv) Lone Dragon Pine, L.P., a Delaware limited partnership ("Lone Dragon Pine"), with respect to the American Depositary Shares directly owned by it;
- (v) Lone Cascade, L.P., a Delaware limited partnership ("Lone Cascade"), with respect to the American Depositary Shares directly owned by it;
- (vi) Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"), with respect to the American Depositary Shares directly owned by it;
- (vii) Lone Pine Associates LLC, a Delaware limited liability company ("Lone Pine Associates"), with respect to the American Depositary Shares directly owned by Lone Spruce, Lone Balsam

and Lone Sequoia;

- (viii) Lone Pine Members LLC, a Delaware limited liability company ("Lone Pine Members"), with respect to the American Depositary Shares directly owned by Lone Dragon Pine, Lone Cascade and Lone Sierra;
 - (ix) Lone Pine Capital LLC, a Delaware limited liability company ("Lone Pine Capital"), which serves as investment manager to Lone Cypress, Ltd. ("Lone Cypress"), Lone Kauri, Ltd. ("Lone Kauri"), Lone Monterey Master Fund, Ltd. ("Lone Monterey Master Fund") and Lone Himalayan Pine Master Fund, Ltd. ("Lone Himalayan Pine Master Fund"), each a Cayman Islands exempted company, with respect to the American Depositary Shares directly owned by each of Lone Cypress, Lone Kauri, Lone Monterey Master Fund and Lone Himalayan Pine Master Fund;
-

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- (x) Lone Pine Managing Member, a Delaware Limited Liability Company ("Lone Pine Managing Member"), with respect to the American Depositary Shares directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Dragon Pine, Lone Cascade, Lone Sierra, Lone Cypress, Lone Kauri, Lone Monterey Master Fund and Lone Himalayan Pine Master Fund; and
- (xi) Stephen F. Mandel, Jr. ("Mr. Mandel"), with respect to the American Depositary Shares directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Dragon Pine, Lone Cascade, Lone Sierra, Lone Cypress, Lone Kauri, Lone Monterey Master Fund and Lone Himalayan Pine Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

The address of the business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, Connecticut 06830.

Item 2(c). CITIZENSHIP:

Lone Spruce, Lone Balsam, Lone Sequoia, Lone Dragon Pine, Lone Cascade and Lone Sierra are limited partnerships organized under the laws of the State of Delaware. Lone Pine Associates, Lone Pine Members, Lone Pine Capital and Lone Pine Managing Member are limited liability companies organized under the laws of the State of Delaware. Mr. Mandel is a United States citizen.

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

Common Shares, par value \$0.01 per share

Item 2(e). CUSIP NUMBER:

647581107**

** There is no CUSIP number assigned to the Common Shares. CUSIP number 647581107 has been assigned to the American Depositary Shares, which are quoted on The New York Stock Exchange under the symbol "EDU." Each American Depositary Share represents 1 Common Share.

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,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) .. Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f) .. Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g) .. Parent Holding Company or control person in accordance with Rule 13d-1(b)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. 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).

If this statement is filed pursuant to Rule 13d-1(c), check this box: x

Item 4. OWNERSHIP.

A. Lone Spruce, L.P.

- (a) Amount beneficially owned: 74,040. The amounts used herein are Common Shares beneficially owned based on direct ownership of American depository shares of the Issuer ("American Depository Shares"). Each American Depository Share represents one Common Share.
- (b) Percent of class: 0.05% The percentages used herein and in the rest of Item 4 are calculated based upon the Issuer's Form 20-F for the fiscal year ended May 31, 2011 filed on October 14, 2011 which states that as of May 31, 2011 there were 158,379,387 Common Shares issued and outstanding.
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 74,040
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition of: 74,040

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B. Lone Balsam, L.P.

- (a) Amount beneficially owned: 162,335
- (b) Percent of class: 0.1%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 162,335
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 162,335

C. Lone Sequoia, L.P.

- (a) Amount beneficially owned: 135,576
- (b) Percent of class: 0.1%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 135,576
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 135,576

D. Lone Dragon Pine, L.P.

- (a) Amount beneficially owned: 2,437,882
- (b) Percent of class: 1.5%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,437,882
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,437,882

E. Lone Cascade, L.P.

- (a) Amount beneficially owned: 3,431,048
- (b) Percent of class: 2.2%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,431,048
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,431,048

F. Lone Sierra, L.P.

- (a) Amount beneficially owned: 161,740
- (b) Percent of class: 0.1%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 161,740
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 161,740

G. Lone Pine Associates LLC

- (a) Amount beneficially owned: 371,951
 - (b) Percent of class: 0.2 %
 - (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 371,951
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 371,951
-

H. Lone Pine Members LLC

- (a) Amount beneficially owned: 6,030,670
- (b) Percent of class: 3.8%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 6,030,670
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 6,030,670

I. Lone Pine Capital LLC

- (a) Amount beneficially owned: 3,554,589
- (b) Percent of class: 2.2%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,554,589
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,554,589

J. Lone Pine Managing Member LLC

- (a) Amount beneficially owned: 9,957,210
- (b) Percent of class: 6.3%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 9,957,210
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 9,957,210

K. Stephen F. Mandel, Jr.

- (a) Amount beneficially owned: 9,957,210
- (b) Percent of class: 6.3%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 9,957,210
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 9,957,210

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.

Lone Pine Associates, the general partner of Lone Spruce, Lone Sequoia and Lone Balsam, has the power to direct the affairs of Lone Spruce,

Lone Sequoia and Lone Balsam, including decisions respecting the disposition of the proceeds from the sale of shares. Lone Pine Members, the general partner of Lone Dragon Pine, Lone Cascade and Lone Sierra, has the power to direct the affairs of Lone Dragon Pine, Lone Cascade and Lone Sierra, including decisions respecting the disposition of the proceeds from the sale of shares. Lone Pine Capital, the investment manager of Lone Cypress, Lone Kauri, Lone Monterey Master Fund and Lone Himalayan Pine Master Fund, has the power to direct the receipt of dividends from or the proceeds of the sale of shares held by Lone Cypress, Lone Kauri, Lone Monterey Master Fund and Lone Himalayan Pine Master Fund. Lone Pine Managing Member, the Managing Member of Lone Pine Associates, Lone Pine Members and Lone Pine Capital, has the power to direct the affairs of Lone Pine Associates, Lone Pine Members and Lone Pine Capital. Mr. Mandel is the Managing Member of Lone Pine Managing Member and in that capacity directs its operations.

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

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. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its 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.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2012

By:

Stephen F. Mandel, Jr., individually
and
as Managing Member of Lone Pine
Managing
Member LLC, for itself and as
Managing
Member of (a) Lone Pine Associates
LLC,
for itself and as the general partner
of
(i) Lone Spruce, L.P., (ii) Lone
Balsam,
L.P. and (iii) Lone Sequoia, L.P.;
(b) Lone Pine Members LLC, for
itself and
as the general partner of (i) Lone
Dragon
Pine, L.P., (ii) Lone Cascade, L.P.
and (iii) Lone
Sierra, L.P.; and (c) Lone Pine
Capital LLC

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2012

By:

Stephen F. Mandel, Jr., individually
and
as Managing Member of Lone Pine
Managing
Member LLC, for itself and as
Managing
Member of (a) Lone Pine Associates
LLC,
for itself and as the general partner of
(i) Lone Spruce, L.P., (ii) Lone
Balsam,
L.P. and (iii) Lone Sequoia, L.P.;
(b) Lone Pine Members LLC, for itself
and
as the general partner of (i) Lone
Dragon
Pine, L.P., (ii) Lone Cascade, L.P. and
(iii) Lone
Sierra, L.P.; and (c) Lone Pine Capital
LLC

