

Ma Kevin Xiaofeng
Form SC 13G
February 17, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

ATA Inc.
(Name of Issuer)
Common Shares*
American Depositary Shares
(Title of Class of Securities)
00211V106**
(CUSIP Number)
December 31, 2008
(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.

* Not for trading, but only in connection with the registration of American Depositary Shares each representing 2 common shares.

** This CUSIP number applies to the American Depositary Shares.

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).

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1 NAMES OF REPORTING PERSONS
Kevin Xiaofeng Ma

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
People's Republic of China

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
6,094,988 common shares¹

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 WITH: SHARED DISPOSITIVE POWER
6,094,988 common shares¹

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,094,988 common shares¹

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

13.3%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Includes 6,048,648 common shares and 23,170 American Depositary Shares (representing 46,340 common shares) held by Able Knight Development Limited, a British Virgin Islands company wholly owned by Precious Time Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Ma Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Kevin Xiaofeng Ma as the settlor and certain family members of Kevin Xiaofeng Ma as the beneficiaries. Kevin Xiaofeng Ma is the sole director of Able Knight Development Limited.

² Based on 45,675,521 outstanding common shares as of December 31, 2008.

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1 NAMES OF REPORTING PERSONS
Able Knight Development Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
6,094,988 common shares³

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER
6,094,988 common shares³

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,094,988 common shares³

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

13.3%⁴

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

³ Includes 6,048,648 common shares and 23,170 American Depositary Shares (representing 46,340 common shares) held by Able Knight Development Limited, a British Virgin Islands company wholly owned by Precious Time Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Ma Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Kevin Xiaofeng Ma as the settlor and certain family members of Kevin Xiaofeng Ma as the beneficiaries. Kevin Xiaofeng Ma is the sole director of Able Knight Development Limited.

⁴ Based on 45,675,521 outstanding common shares as of December 31, 2008.

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1 NAMES OF REPORTING PERSONS
Precious Time Holdings Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
6,094,988 common shares⁵

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER
6,094,988 common shares⁵

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,094,988 common shares⁵

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

13.3%⁶

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

⁵ Includes 6,048,648 common shares and 23,170 American Depositary Shares (representing 46,340 common shares) held by Able Knight Development Limited, a British Virgin Islands company wholly owned by Precious Time Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Ma Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Kevin Xiaofeng Ma as the settlor and certain family members of Kevin Xiaofeng Ma as the beneficiaries. Kevin Xiaofeng Ma is the sole director of Able Knight Development Limited.

⁶ Based on 45,675,521 outstanding common shares as of December 31, 2008.

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1 NAMES OF REPORTING PERSONS
Ma Family Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
6,094,988 common shares⁷

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH: **8** SHARED DISPOSITIVE POWER
6,094,988 common shares⁷

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,094,988 common shares⁷

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

13.3%⁸

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

⁷ Includes 6,048,648 common shares and 23,170 American Depositary Shares (representing 46,340 common shares) held by Able Knight Development Limited, a British Virgin Islands company wholly owned by Precious Time Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Ma Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Kevin Xiaofeng Ma as the settlor and certain family members of Kevin Xiaofeng Ma as the beneficiaries. Kevin Xiaofeng Ma is the sole director of Able Knight Development Limited.

⁸ Based on 45,675,521 outstanding common shares as of December 31, 2008.

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Item 1(a) Name of Issuer:

ATA Inc. (Issuer)

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

8th Floor, Tower E, 6 Gongyuan West St.
Jian Guo Men Nei
Beijing 100005, China

Item 2(a) Name of Person Filing:

Kevin Xiaofeng Ma

Able Knight Development Limited

Precious Time Holdings Limited

Ma Family Trust

Item 2(b) Address of Principal Business Office or, If None, Residence

Kevin Xiaofeng Ma
8th Floor, Tower E, 6 Gongyuan West St.
Jian Guo Men Nei
Beijing 100005, China

Able Knight Development Limited
Portcullis TrustNet Chambers, P.O. Box 3444
Road Town, Tortola
British Virgin Islands

Precious Time Holdings Limited
21 Collyer Quay #09-01,
HSBC Building,
Singapore 049320

Ma Family Trust
21 Collyer Quay #09-01,
HSBC Building,
Singapore 049320

Item 2(c) Citizenship

Kevin Xiaofeng Ma People's Republic of China

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Able Knight Development Limited British Virgin Islands

Precious Time Holdings Limited British Virgin Islands

Ma Family Trust Cayman Islands

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Item 2(d) Title of Class of Securities:

Common shares, par value US\$0.01

American Depository Shares, each representing two common shares

Item 2(e) CUSIP Number:

00211V106

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

Item 4. Ownership(a) Amount Beneficially Owned:

| | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: | Sole power to dispose or to direct the disposition of: | Shared power to dispose or to direct the disposition of: |
|---|---|------------------------------|---|---|---|--|
| Reporting Person Kevin Xiaofeng Ma | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 13.3% | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) |
| Able Knight Development Limited | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American | 13.3% | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 |

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| | Depository Shares representing 46,340 common shares) | | | Depository Shares representing 46,340 common shares) | | common shares) |
|-----------------------------------|---|-------|---|---|---|--|
| Precious Time Holdings Limited | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 13.3% | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) |
| Ma Family Trust | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 13.3% | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) | 0 | 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares) |

The percentages of ownership set forth above are based on 45,675,521 common shares outstanding as of December 31, 2008.

Able Knight Development Limited is the record holder of the 6,094,988 common shares (including 6,048,648 common shares and 23,170 American Depository Shares representing 46,340 common shares). Kevin Xiaofeng Ma is the sole director of Able Knight Development Limited. Able Knight Development

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Limited is wholly owned by Precious Time Holdings Limited, which is wholly owned by Ma Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands. HSBC International Trustee Limited is trustee of Ma Family Trust. Kevin Xiaofeng Ma is the settlor of Ma Family Trust and certain family members of Kevin Xiaofeng Ma are the beneficiaries. As trustee of Ma Family Trust, HSBC International Trustee Limited has indirect voting and dispositive power with respect to the shares. HSBC International Trustee Limited reports its beneficial ownership with respect to the 6,094,988 common shares on its own individual Schedule 13G.

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 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.

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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.

Dated: February 17, 2009

Kevin Xiaofeng Ma

/s/ Kevin Xiaofeng Ma

Able Knight Development Limited

By: /s/ Kevin Xiaofeng Ma

Name: Kevin Xiaofeng Ma

Title: Sole director of Able Knight
Development Limited

Precious Time Holdings Limited

By: /s/ Wendy Sim & Lau Chew Lui

Name: Wendy Sim & Lau Chew Lui

Title: Authorised Signatories of Precious
Time Holdings Limited

Ma Family Trust

By: /s/ Wendy Sim & Lau Chew Lui

Name: Wendy Sim & Lau Chew Lui

Title: Authorised Signatories of HSBC
International Trustee Limited, as
trustee

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LIST OF EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|------------------------|
| A | Joint Filing Agreement |

EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the common shares, par value US\$0.01, of ATA Inc., a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which, taken together, shall constitute one and the same instrument.

Kevin Xiaofeng Ma

/s/ Kevin Xiaofeng Ma

Able Knight Development Limited

By: /s/ Kevin Xiaofeng Ma
Name: Kevin Xiaofeng Ma
Title: Sole director of Able Knight
Development Limited

Precious Time Holdings Limited

By: /s/ Wendy Sim & Lau Chew Lui
Name: Wendy Sim & Lau Chew Lui
Title: Authorised Signatories of Precious
Time Holdings Limited

Ma Family Trust

By: /s/ Wendy Sim & Lau Chew Lui
Name: Wendy Sim & Lau Chew Lui
Title: Authorised Signatories of HSBC
International Trustee Limited, as
trustee