

New Oriental Education & Technology Group Inc.
Form SC 13G/A
February 05, 2016
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

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

American Depositary Shares, each representing one Common Share, par Value \$0.01 per share
(Title of Class of Securities)

647581107
(CUSIP Number)

12/31/2015
(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.

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).

CUSIP No.: 647581107

1.

Names of Reporting Persons:
OppenheimerFunds, Inc.
IRS Identification No: 13-2527171

Edgar Filing: New Oriental Education & Technology Group Inc. - Form SC 13G/A

2. Check the Appropriate Box if a Member of a Group (See Instructions):
Joint Filing
3. SEC Use Only
4. Citizenship or Place of Organization:
Colorado
5. Sole Voting Power: 0
6. Shared Voting Power: 17,220,052 ADR
- Number of Shares Beneficially Owned by
Each Reporting Person With
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 17,220,052 ADR
9. Aggregate Amount Beneficially Owned by Each Reporting Person:
17,220,052 ADR (beneficial ownership disclaimed pursuant to Rule
13d-4 of the Exchange Act of 1934)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)
☐
11. Percent of Class Represented by Amount in Row (9):
11.00
12. Type of Reporting Person (See Instructions):
IA

CUSIP No.: 647581107

1. Name of Reporting Persons:
Oppenheimer Developing Markets Fund
IRS Identification No: 93-6305075
2. Check the Appropriate Box if a Member of a Group (See
Instructions):
Joint Filing
3. SEC Use Only
4. Citizenship or Place of Organization:
Delaware
5. Sole Voting Power:
0
6. Shared Voting Power:
14,173,562 ADR
- Number of Shares Beneficially Owned by Each
Reporting Person With
7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
14,173,562 ADR
Aggregate Amount Beneficially Owned by Each Reporting Person:
14,173,562 ADR
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions):
☐ ☐
Percent of Class Represented by Amount in Row (9):
9.06
Type of Reporting Person (See Instructions):
IV
- 9.
- 10.
- 11.
- 12.

Item:

- Name of Issuer:
1(a) New Oriental Education & Technology Group Inc.
Address of Issuer's Principal Executive Offices:
NO. 6 HAI DIAN ZHONG STREET, 9TH FLOOR
1(b) BEIJING F4 100080
- Name of Person Filing:
2(a) (i) OppenheimerFunds, Inc.
(ii) Oppenheimer Developing Markets Fund
Address of Principal Business Office or, if none, Residence:
2(b) (i) 2 World Financial Center 225 Liberty Street New York, NY 10281
(ii) 6803 S. Tucson Way Centennial, CO 80112-3924
Citizenship:
2(c) (i) Colorado
(ii) Delaware
Title of Class of Securities:
2(d) American Depositary Shares, each representing one Common Share, par Value \$0.01 per share
CUSIP Number:
2(e) 647581107
OppenheimerFunds, Inc. is an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- 3 Oppenheimer Global Developing Markets Fund is an investment company registered under section 8 of the Investment Company Act of 1940.
Amount beneficially owned:
4(a) (i) 17,220,052 ADR (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934) (includes amount(s) reported in 4(b)(ii) below)
(ii) 14,173,562 ADR
Percent of class:
4(b) (i) 11.00 (includes amount(s) reported in 4(b)(ii) below)
(ii) 9.06
4(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote:
(a) 0
(b) 0
(ii) Shared power to vote or to direct the vote:
(a) 17,220,052 ADR
(b) 14,173,562 ADR

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

(a) 0

(b) 0

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

(a) 17,220,052 ADR

(b) 14,173,562 ADR

5 Ownership of Five Percent or Less of a Class:

[]

6 Ownership of More than Five Percent on Behalf of Another Person.:

N/A

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7 Holding Company:

N/A

8 Identification and Classification of Members of the Group:

N/A

9 Notice of Dissolution of Group:

N/A

Certification:

10 By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

02/05/2016

Date

/s/ Mary Ann Picciotto

Signature

Mary Ann Picciotto, Sr. Vice President and Chief Compliance Officer

Name/Title

If you have questions please contact Jake Burford at 303-768-2826 or by email at jburford@ofiglobal.com