

Edgar Filing: ASIAINFO-LINKAGE, INC - Form SC 13D

ASIAINFO-LINKAGE, INC  
Form SC 13D  
January 13, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. )

AsiaInfo-Linkage, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 par value of the Issuer

-----  
(Title of Class of Securities)

04518A104

-----  
(CUSIP Number)

Tim O'Brien  
c/o Pine River Capital Management L.P.  
601 Carlson Parkway  
Suite 330  
Minnetonka, MN 55305  
p. (612) 238-3300

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 3, 2014

-----  
(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

CUSIP No. 04518A104  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Pine River Capital Management L.P.

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

4,448,650

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

4,448,650

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,448,650

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14. TYPE OF REPORTING PERSON

IA, PN

CUSIP No. 04518A104

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1. NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brian Taylor

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

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

4,448,650

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

4,448,650

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,448,650

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 04518A104

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### Item 1. Security and Issuer.

The name of the issuer is AsiaInfo-Linkage, Inc., a Delaware corporation (the "Issuer"). The address of the Issuer's principal executive offices is 4th Floor, Zhongdian Information Tower, 6 Zhongguancun South Street, Haidian District, Beijing 100086, The People's Republic of China.

This schedule relates to the Common Stock, \$0.01 par value of the Issuer ("Shares").

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### Item 2. Identity and Background.

(a-c, f) This Schedule 13D is being filed by Pine River Capital Management L.P., a Delaware limited partnership (the "Investment Manager") and Brian Taylor, the Manager and President of Pine River Capital Management LLC, the general partner of the Investment Manager (the "Managing Member") (each a "Reporting Person" and collectively the "Reporting Persons").

The principal business address of the Investment Manager and the Managing Member is located at 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305, United States of America.

(d) Brian Taylor has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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### Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, Pine River Capital Management L.P. may be deemed to beneficially own 4,448,650 Shares.

As of the date hereof, Brian Taylor may be deemed to beneficially own 4,448,650 Shares.

No borrowed funds were used to purchase the Shares, other than any borrowed funds used for working capital purposes in the ordinary course of business.

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### Item 4. Purpose of Transaction.

The Reporting Persons acquired the Shares for investment purposes and in the ordinary course of business, pursuant to investment strategies, including merger arbitrage and event driven strategies, because the Reporting Persons believed that the Shares, when purchased, represented an attractive investment opportunity.

On May 12, 2013, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Issuer, Skipper Limited ("Parent") and Skipper Acquisition Corporation ("Merger Sub"). Under the terms of the Merger Agreement, Merger Sub will be merged with and into the Issuer, with the Issuer continuing as the surviving company after the merger as a wholly

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owned subsidiary of Parent (the "Merger"). If completed, the proposed Merger will result in the Issuer becoming a privately-held company and the common stock of the Issuer will no longer be listed on the NASDAQ Global Market.

The Reporting Persons expect to review from time to time their investment in the Issuer and may, depending on the market and other conditions: (i) purchase additional Shares, options or related derivatives in the open market, in privately negotiated transactions or otherwise and (ii) sell all or a portion of the Shares, options or related derivatives now beneficially owned or hereafter acquired by them. Also, consistent with their investment intent, the Reporting Persons may engage in communications with, among others, one or more shareholders of the Issuer, one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer regarding the Issuer, including its operations, governance and control.

Except as set forth above, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

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### Item 5. Interest in Securities of the Issuer.

(a, b) As of the date hereof, Pine River Capital Management L.P. may be deemed to be the beneficial owner of 4,448,650 Shares, or 6.1% of the Shares of the Issuer, based upon the 73,027,512 Shares issued and outstanding according to the 10-Q of the Issuer filed November 8, 2013.

Pine River Capital Management L.P. has the sole power to vote or direct the vote of 0 Shares to which this filing relates; shares the power to vote or direct the vote of the 4,448,650 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and shares the power to dispose or direct the disposition of the 4,448,650 Shares to which this filing relates.

Pine River Capital Management L.P. specifically disclaims beneficial ownership in the Shares reported herein except to the extent of its pecuniary interest therein.

(a, b) As of the date hereof, Brian Taylor may be deemed to be the beneficial owner of 4,448,650 Shares, or 6.1% of the Shares of the Issuer, based upon the 73,027,512 Shares issued and outstanding according to the 10-Q of the Issuer filed November 8, 2013.

Brian Taylor has the sole power to vote or direct the vote of 0 Shares to which this filing relates; shares the power to vote or direct the vote of the 4,448,650 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and shares the power to dispose or direct the disposition of the 4,448,650 Shares to which this filing relates.

Brian Taylor specifically disclaims beneficial ownership in the Shares reported herein except to the extent of his pecuniary interest therein.

The Shares were acquired for investment purposes. The Reporting Persons may acquire additional Shares, dispose of all or some of these Shares from time to time, in each case purchased in a private transaction with the Issuer, block sales or purchases or otherwise, or may continue to hold the Shares. Moreover, the Reporting Persons may engage in any or all of the items discussed in Item 4 above.

(c) See Exhibit B for schedule of transactions.

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(d) Inapplicable

(e) Inapplicable

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The Reporting Persons do not have any contract, arrangement, understanding or relationship with any person with respect to the Shares.

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Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement

Exhibit B: Schedule of Transactions in the Shares of the Issuer  
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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.

January 13, 2014

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(Date)

Pine River Capital Management L.P.

By: Pine River Capital Management LLC,  
General Partner

By: /s/ Brian Taylor

-----  
Name: Brian Taylor  
Title: Manager and President of the General  
Partner

/s/ Brian Taylor

-----  
Brian Taylor

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

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## AGREEMENT

The undersigned agree that this Schedule 13D, dated January 13, 2014 relating to the Common Stock, \$0.01 par value of AsiaInfo-Linkage, Inc. shall be filed on behalf of the undersigned.

Pine River Capital Management L.P.

By: Pine River Capital Management LLC,  
General Partner

By: /s/ Brian Taylor

-----  
Name: Brian Taylor  
Title: Manager and President of the General  
Partner

/s/ Brian Taylor

-----  
Brian Taylor

## Exhibit B

### TRANSACTIONS IN THE SHARES OF THE ISSUER DURING THE PAST 60 DAYS

The following table sets forth all transactions in the Shares effected by any of the Reporting Persons during the past 60 days.

Trans Type	Quantity	Price	Trade Date	Settlement Date
Buy	2000	11.598685	11-Nov-13	14-Nov-13
Buy	3400	11.59868824	11-Nov-13	14-Nov-13
Buy	1800	11.59868889	11-Nov-13	14-Nov-13
Buy	12800	11.59868672	11-Nov-13	14-Nov-13
Buy	1600	11.59418125	12-Nov-13	15-Nov-13
Buy	2800	11.59418214	12-Nov-13	15-Nov-13
Buy	1700	11.59418235	12-Nov-13	15-Nov-13
Buy	11300	11.59418319	12-Nov-13	15-Nov-13
Buy	300	11.57156667	12-Nov-13	15-Nov-13
Buy	500	11.57156	12-Nov-13	15-Nov-13
Buy	300	11.57156667	12-Nov-13	15-Nov-13
Buy	2000	11.57156	12-Nov-13	15-Nov-13
Buy	300	11.64133333	15-Nov-13	20-Nov-13
Buy	600	11.64133333	15-Nov-13	20-Nov-13
Buy	400	11.641325	15-Nov-13	20-Nov-13
Buy	2498	11.6413293	15-Nov-13	20-Nov-13
Buy	1800	11.63242222	18-Nov-13	21-Nov-13
Buy	3200	11.63242188	18-Nov-13	21-Nov-13
Buy	2000	11.63242	18-Nov-13	21-Nov-13
Buy	12900	11.63242016	18-Nov-13	21-Nov-13
Buy	2100	11.59989048	18-Nov-13	21-Nov-13
Buy	3700	11.59988919	18-Nov-13	21-Nov-13

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Buy	2300	11.59988696	18-Nov-13	21-Nov-13
Buy	15100	11.59988808	18-Nov-13	21-Nov-13
Buy	15500	11.63482323	19-Nov-13	22-Nov-13
Buy	5000	11.58117	19-Nov-13	22-Nov-13
Buy	10000	11.640028	20-Nov-13	25-Nov-13
Buy	1800	11.6116	20-Nov-13	25-Nov-13
Buy	100	11.6316	21-Nov-13	26-Nov-13
Buy	200	11.6316	21-Nov-13	26-Nov-13
Buy	1500	11.63162667	21-Nov-13	26-Nov-13
Buy	2900	11.66165172	25-Nov-13	29-Nov-13
Buy	5700	11.66164912	25-Nov-13	29-Nov-13
Buy	2600	11.66165	26-Nov-13	2-Dec-13
Buy	4659	11.66165057	26-Nov-13	2-Dec-13
Sell	3200	11.66022813	29-Nov-13	4-Dec-13
Sell	7436	11.6602284	29-Nov-13	4-Dec-13
Sell	1800	11.66022778	29-Nov-13	4-Dec-13
Sell	500	11.66832	29-Nov-13	4-Dec-13
Sell	900	11.66832222	29-Nov-13	4-Dec-13
Sell	500	11.66832	29-Nov-13	4-Dec-13
Sell	3011	11.6683195	29-Nov-13	4-Dec-13
Sell	15200	11.64144671	2-Dec-13	5-Dec-13
Sell	34000	11.64144706	2-Dec-13	5-Dec-13
Sell	9200	11.64144674	2-Dec-13	5-Dec-13
Sell	600	11.64145	2-Dec-13	5-Dec-13
Sell	33800	11.62306538	3-Dec-13	6-Dec-13
Sell	81600	11.6230652	3-Dec-13	6-Dec-13
Sell	20100	11.62306517	3-Dec-13	6-Dec-13
Sell	5000	11.623066	3-Dec-13	6-Dec-13
Sell	6400	11.6	4-Dec-13	9-Dec-13
Sell	12000	11.6	4-Dec-13	9-Dec-13
Sell	5800	11.6	4-Dec-13	9-Dec-13
Sell	27782	11.6	4-Dec-13	9-Dec-13
Sell	100	11.6184	5-Dec-13	10-Dec-13
Buy	4883	11.86044927	9-Dec-13	12-Dec-13
Buy	9554	11.86044844	9-Dec-13	12-Dec-13
Buy	14437	11.86044872	9-Dec-13	12-Dec-13
Buy	5498	11.78707519	10-Dec-13	13-Dec-13
Buy	8000	11.757345	10-Dec-13	13-Dec-13
Buy	4883	11.83762675	10-Dec-13	13-Dec-13
Buy	9554	11.83762541	10-Dec-13	13-Dec-13
Buy	14437	11.83762586	10-Dec-13	13-Dec-13
Buy	400	11.77175	12-Dec-13	17-Dec-13
Buy	1500	11.77176	12-Dec-13	17-Dec-13
Buy	2266	11.77176081	12-Dec-13	17-Dec-13
Sell	100	11.988	16-Dec-13	19-Dec-13
Sell	100	11.988	16-Dec-13	19-Dec-13
Sell	100	11.988	16-Dec-13	19-Dec-13
Sell	700	11.988	16-Dec-13	19-Dec-13
Sell	3600	11.94344444	16-Dec-13	19-Dec-13
Sell	3500	11.94344571	16-Dec-13	19-Dec-13
Sell	5100	11.9434451	16-Dec-13	19-Dec-13
Sell	7830	11.94344342	16-Dec-13	19-Dec-13
Sell	10800	11.92436389	17-Dec-13	20-Dec-13
Sell	10500	11.92436381	17-Dec-13	20-Dec-13
Sell	15000	11.924364	17-Dec-13	20-Dec-13
Sell	22500	11.92436356	17-Dec-13	20-Dec-13
Sell	100	11.938	18-Dec-13	23-Dec-13
Sell	100	11.938	18-Dec-13	23-Dec-13
Sell	100	11.938	18-Dec-13	23-Dec-13
Sell	700	11.93807143	18-Dec-13	23-Dec-13
Sell	3700	11.91877027	18-Dec-13	23-Dec-13
Sell	4900	11.91876939	18-Dec-13	23-Dec-13



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Sell	4500	11.91876889	18-Dec-13	23-Dec-13
Sell	28300	11.91876926	18-Dec-13	23-Dec-13
Buy	16928	11.95200024	20-Dec-13	26-Dec-13
Buy	22891	11.95199991	20-Dec-13	26-Dec-13
Buy	19847	11.9519998	20-Dec-13	26-Dec-13
Buy	140334	11.95200001	20-Dec-13	26-Dec-13
Buy	9500	11.952	23-Dec-13	27-Dec-13
Buy	12900	11.952	23-Dec-13	27-Dec-13
Buy	11100	11.952	23-Dec-13	27-Dec-13
Buy	78788	11.95200005	23-Dec-13	27-Dec-13
Buy	5400	11.952	24-Dec-13	30-Dec-13
Buy	7300	11.952	24-Dec-13	30-Dec-13
Buy	6300	11.952	24-Dec-13	30-Dec-13
Buy	44076	11.95199995	24-Dec-13	30-Dec-13
Buy	7700	11.932	26-Dec-13	31-Dec-13
Buy	10400	11.932	26-Dec-13	31-Dec-13
Buy	9000	11.932	26-Dec-13	31-Dec-13
Buy	63855	11.932	26-Dec-13	31-Dec-13
Buy	25506	11.95139992	26-Dec-13	31-Dec-13
Buy	34467	11.95139988	26-Dec-13	31-Dec-13
Buy	30136	11.95139993	26-Dec-13	31-Dec-13
Buy	209891	11.95140004	26-Dec-13	31-Dec-13
Buy	25500	11.9296	27-Dec-13	2-Jan-14
Buy	34500	11.9296	27-Dec-13	2-Jan-14
Buy	30000	11.9296	27-Dec-13	2-Jan-14
Buy	210000	11.9296	27-Dec-13	2-Jan-14
Buy	25531	11.93329992	27-Dec-13	2-Jan-14
Buy	34560	11.9333	27-Dec-13	2-Jan-14
Buy	30096	11.93329993	27-Dec-13	2-Jan-14
Buy	209813	11.93330002	27-Dec-13	2-Jan-14
Buy	42500	11.9592	30-Dec-13	3-Jan-14
Buy	57500	11.9592	30-Dec-13	3-Jan-14
Buy	50000	11.9592	30-Dec-13	3-Jan-14
Buy	350000	11.9592	30-Dec-13	3-Jan-14
Buy	42500	11.962	31-Dec-13	6-Jan-14
Buy	57500	11.962	31-Dec-13	6-Jan-14
Buy	50000	11.962	31-Dec-13	6-Jan-14
Buy	350000	11.962	31-Dec-13	6-Jan-14
Buy	42500	11.952	2-Jan-14	7-Jan-14
Buy	57500	11.952	2-Jan-14	7-Jan-14
Buy	50000	11.952	2-Jan-14	7-Jan-14
Buy	350000	11.952	2-Jan-14	7-Jan-14
Buy	21250	11.9564	2-Jan-14	7-Jan-14
Buy	28750	11.9564	2-Jan-14	7-Jan-14
Buy	25000	11.9564	2-Jan-14	7-Jan-14
Buy	175000	11.9564	2-Jan-14	7-Jan-14
Buy	38700	11.952	3-Jan-14	8-Jan-14
Buy	52400	11.952	3-Jan-14	8-Jan-14
Buy	45600	11.952	3-Jan-14	8-Jan-14
Buy	319000	11.952	3-Jan-14	8-Jan-14
Buy	25700	11.952	6-Jan-14	9-Jan-14
Buy	34800	11.952	6-Jan-14	9-Jan-14
Buy	30300	11.952	6-Jan-14	9-Jan-14
Buy	211761	11.95199999	6-Jan-14	9-Jan-14
Buy	12800	11.957	6-Jan-14	9-Jan-14
Buy	17300	11.957	6-Jan-14	9-Jan-14
Buy	15000	11.957	6-Jan-14	9-Jan-14
Buy	104900	11.957	6-Jan-14	9-Jan-14
Buy	5300	11.957	7-Jan-14	10-Jan-14
Buy	7200	11.957	7-Jan-14	10-Jan-14
Buy	6200	11.957	7-Jan-14	10-Jan-14
Buy	43570	11.957	7-Jan-14	10-Jan-14

