

New Oriental Education & Technology Group Inc.
Form SC 13G/A
February 04, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1 (b), (c)

and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2.

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

New Oriental Education & Technology Group Inc.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

G6470A 10 8

(CUSIP Number)

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

December 31, 2007

(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).

1 NAME OF REPORTING PERSON

Capital River Group Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

5 SOLE VOTING POWER

NUMBER OF

1,507,960 common shares.
SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

See item 5.
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

1,507,960 common shares.
PERSON 8 SHARED DISPOSITIVE POWER
WITH

See item 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,507,960 common shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.0%

12 TYPE OF REPORTING PERSON

CO

- 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,

People's Republic of China
- ITEM 2 (a). NAME OF PERSON FILING:
Capital River Group Limited
- ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:
Capital River Group Limited

c/o Michael Minhong Yu

No. 6 Hai Dian Zhong Street,

Haidian District, Beijing 100080,

People's Republic of China
- ITEM 2 (c). CITIZENSHIP:
Capital River Group Limited British Virgin Islands
- ITEM 2 (d). TITLE OF CLASS OF SECURITIES:
Common Shares
- ITEM 2 (e). CUSIP NUMBER:
G6470A 10 8
- ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Shares of the issuer by the Reporting Person is provided as of December 31, 2007:

| Reporting Person | 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: |
|-----------------------------|----------------------------|-------------------|--|---|--|--|
| Capital River Group Limited | 1,507,960 | 1.0% | 1,507,960 | 0 | 1,507,960 | 0 |

As of December 31, 2007, Capital River Group Limited (the Reporting Person), a British Virgin Islands company, was the record owner of 1,507,960 common shares of New Oriental Education & Technology Group Inc. Michael Minhong Yu is the sole director of the Reporting Person. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules promulgated thereunder, Michael Minhong Yu may be deemed to beneficially own all of the shares held by the Reporting Person. Mr. Yu expressly disclaims the beneficial ownership of all the shares held by the Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

x

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:

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:

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.

Dated: February 2, 2008

Capital River Group Limited

By: /s/ Michael Minhong Yu
Name: Michael Minhong Yu
Title: Director