

Perfect World Co., Ltd.  
Form SC 13D  
June 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. ) \*

Perfect World Co., Ltd.  
(Name of Issuer)

American Depositary Shares, evidenced by American Depositary  
Receipts, each representing five Class B ordinary shares, par value \$0.0001 per share  
(Title of Class of Securities)

71372U104\*  
(Cusip Number)

Michael B. Fisch  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, California 94111  
(415) 421-2132  
(Name, Address, and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 2, 2015  
(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [  ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* 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).

(Continued on following pages)

Page 1 of 42 Pages

Exhibit Index Found on Page 41

\* This CUSIP number applies to the Issuer's American Depositary Shares, each representing five Class B ordinary shares, par value \$0.0001 per share.

13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

California

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

3,955,500

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

3,955,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,955,500

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

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

1.8%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

Page 2 of 42 Pages

13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

California

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

5,024,425

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

5,024,425

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,024,425

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.3%

14

TYPE OF REPORTING PERSON (See Instructions)

PN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

California

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

655,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

655,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

655,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14

TYPE OF REPORTING PERSON (See Instructions)

PN





13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

648,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

648,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

648,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14

TYPE OF REPORTING PERSON (See Instructions)

PN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

7,182,725

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

7,182,725

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,182,725

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.3%

14

TYPE OF REPORTING PERSON (See Instructions)

PN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital (AM) Investors, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

-0-

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

357,350

SOLE DISPOSITIVE POWER

9

-0-

SHARED DISPOSITIVE POWER

10

357,350

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

357,350

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.2%

TYPE OF REPORTING PERSON (See Instructions)

14

PN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital AA Investors, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

793,500

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

793,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

793,500

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14

TYPE OF REPORTING PERSON (See Instructions)

PN





13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

333,500

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

333,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

333,500

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14

TYPE OF REPORTING PERSON (See Instructions)

IA, OO



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

18,616,500

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,616,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,616,500

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.5%

14

TYPE OF REPORTING PERSON (See Instructions)

OO



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Farallon AA GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

793,500

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

793,500

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

793,500

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14

TYPE OF REPORTING PERSON (See Instructions)

OO



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Michael B. Fisch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

18,950,000

SOLE DISPOSITIVE POWER

10

-0-

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN





13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Daniel J. Hirsch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

David T. Kim

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

18,950,000

SOLE DISPOSITIVE POWER

10

-0-

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by her on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN





13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Michael G. Linn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

18,950,000

SOLE DISPOSITIVE POWER

10

-0-

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Thomas G. Roberts, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

18,950,000

SOLE DISPOSITIVE POWER

10

-0-

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Andrew J. M. Spokes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN





13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

John R. Warren

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

SHARED VOTING POWER

18,950,000

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



13D

CUSIP No.  
71372U104

NAMES OF REPORTING PERSONS

1

Mark C. Wehrly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b) \*\*

2

\*\* The reporting persons making this filing hold an aggregate of 18,950,000 Shares (held indirectly through ownership of ADSs), which is 8.6% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page.

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

N/A

5

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

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

9

18,950,000

SOLE DISPOSITIVE POWER

10

-0-

SHARED DISPOSITIVE POWER

18,950,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,950,000

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.6%

14

TYPE OF REPORTING PERSON (See Instructions)

IN



Item 1. Security and Issuer

This statement relates to the Class B ordinary shares, par value \$0.0001 per share (the “Shares”), of Perfect World Co., Ltd. (the “Company”), and the Company’s American Depositary Shares (the “ADSs”). Each ADS represents five Shares. Ownership numbers and percentages contained in this Schedule 13D represent aggregate beneficial ownership of Shares on the part of the Reporting Persons (as defined below) via ownership of ADSs. The Company’s principal offices are located at Perfect World Plaza, Tower 306, 86 Beiyuan Road, Chaoyang District, Beijing 100101, People's Republic of China.

Item 2. Identity and Background

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the “Reporting Persons.”

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership (“FCP”), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership (“FCIP”), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership (“FCIP II”), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership (“FCIP III”), with respect to the Shares held by it;
- (v) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership (“FCOI II”), with respect to the Shares held by it;
- (vi) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership (“FCAMI”), with respect to the Shares held by it; and
- (vii) Farallon Capital AA Investors, L.P., a Delaware limited partnership (“FCAAI”), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCOI II, FCAMI and FCAAI are together referred to herein as the “Farallon Funds.”

The Management Company

- (viii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the “Management Company”), with respect to the Shares held by one or more accounts (the “Managed Accounts”), each as managed by the Management Company.

The Farallon General Partner

- (ix) Farallon Partners, L.L.C., a Delaware limited liability company (the “Farallon General Partner”), which is the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCAAI General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds.

The FCAAI General Partner

- (x) Farallon AA GP, L.L.C., a Delaware limited liability company (the “FCAAI General Partner”), which is the general partner of FCAAI, with respect to the Shares held by FCAAI.

The Farallon Individual Reporting Persons

- (xi) The following persons, each of whom is a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Michael B. Fisch (“Fisch”), Richard B. Fried (“Fried”), Daniel J. Hirsch (“Hirsch”), David T. Kim (“Kim”), Monica R. Landry (“Landry”), Michael G. Linn (“Linn”), Rajiv A. Patel (“Patel”), Thomas G. Roberts, Jr. (“Roberts”), Andrew J. M. Spokes (“Spokes”), John R. Warren (“Warren”) and Mark C. Wehrly (“Wehrly”).

Fisch, Fried, Hirsch, Kim, Landry, Linn, Patel, Roberts, Spokes, Warren and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.”

(b) The address of the principal business office of (i) the Farallon Funds, the Management Company, the Farallon General Partner and the FCAAI General Partner is One Maritime Plaza, Suite 2100, San Francisco, California 94111 and (ii) each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(c) The principal business of each of the Farallon Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of the Farallon Funds. The principal business of the FCAAI General Partner is to act as the general partner of FCAAI. The principal business of each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such

proceeding was or is 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.

(f) The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner and the FCAAI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

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

The net investment cost (including commissions) for the Shares acquired by each of the Farallon Funds and the Managed Accounts is set forth below:

Entity	Shares Acquired	Approximate Net Investment Cost
FCP	3,955,500	\$15,564,837
FCIP	5,024,425	\$19,712,960
FCIP II	655,000	\$2,565,375
FCIP III	648,000	\$2,543,786
FCOI II	7,182,725	\$28,230,123
FCAMI	357,350	\$1,405,487
FCAAI	793,500	\$3,121,385
Managed Accounts	333,500	\$1,311,925

The consideration for such acquisitions was obtained from working capital.

### Item 4. Purpose of Transaction

The purpose of the acquisition of the Shares is for investment.

Although no Reporting Person has any specific plan or proposal to acquire, transfer or dispose of Shares or other securities of the Company, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or other securities of the Company or transfer or dispose of any or all of its Shares or other securities of the Company, depending in any case upon an ongoing evaluation of the Reporting Persons' investment in the Shares and/or such other securities, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations, including, without limitation the eventual terms of and the expected or actual outcome of any shareholder vote relating to the Proposed Merger (as defined below). None of the Reporting Persons has made a determination regarding a maximum or minimum number of Shares or other securities of the Company which it may hold at any point in time.

Consistent with their investment intent, certain Reporting Persons or their representatives may engage in communications regarding the Company with other persons, including, without

limitation, one or more shareholders of the Company, one or more officers of the Company and/or one or more members of the board of directors of the Company. Such communications may relate to, without limitation, the Company's strategy, operations, capital structure and/or any current or future initiatives or corporate transactions that may be proposed or adopted by the Company's management or board of directors, including the proposed merger transaction described in the Schedule 13E-3 filed with the SEC on May 15, 2015 by the Company, certain affiliates and Mr. Michael Yufeng Chi, whereby the Company would be taken private and all outstanding Shares and ADSs would be canceled for cash consideration (the "Proposed Merger"). During the course of such communications, the Reporting Persons or such representatives may advocate or oppose one or more courses of action, including with respect to the Proposed Merger.

Except to the extent the foregoing may be deemed a plan or proposal, 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.

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

##### The Farallon Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 219,266,335 Shares outstanding as of April 26, 2015, as reported by the Company in its Current Report on Form 6-K filed with the Securities and Exchange Commission on April 27, 2015.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Farallon Funds in the past 60 days are set forth on Schedules A-G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner.
- (e) The FCAAI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of the Shares held by FCAAI as reported herein.



Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCAAI General Partner.

(f) Not applicable.

The Management Company

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.

(c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule H hereto and are incorporated herein by reference. All of such transactions were open-market transactions.

(d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Management Company.

(e) Not applicable.

The Farallon General Partner

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.

(c) None.

(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner.

(e) Not applicable.

The FCAAI General Partner

(a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the FCAAI General Partner is incorporated herein by reference.

(c) None.

(d) The FCAAI General Partner has the power to direct the receipt of

dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCAAI as reported herein. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCAAI General Partner.

(e) Not applicable.

The Farallon Individual Reporting Persons

(a),(b)The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.

(c) None.

(d)The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The FCAAI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, the Shares held by FCAAI as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of each of the Farallon General Partner and the Management Company, and a manager or senior manager, as the case may be, of the FCAAI General Partner.

(e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCAAI General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds. The FCAAI General Partner, as general partner of FCAAI, may be deemed to be a beneficial owner of all such Shares owned by FCAAI. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. Each of the Management Company, the Farallon General Partner, the FCAAI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

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: June 12, 2015

/s/ Monica R. Landry  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and  
FARALLON CAPITAL (AM) INVESTORS, L.P.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON AA GP, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL AA INVESTORS, L.P.  
By Monica R. Landry, Manager

/s/ Monica R. Landry  
Monica R. Landry, individually and as attorney-in-fact for each of Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fisch, Fried, Hirsch, Kim, Landry, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13D on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., is hereby incorporated by reference.

Set forth below with respect to the Management Company, the Farallon General Partner and the FCAAI General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each managing member of the Management Company and the Farallon General Partner is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The Management Company

(a) Farallon Capital Management, L.L.C.  
 (b) One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as investment adviser to various managed accounts  
 (d) Delaware limited liability company  
 (e) Managing Members: Andrew J. M. Spokes, Senior Managing Member; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

2. The Farallon General Partner

(a) Farallon Partners, L.L.C.  
 (b) c/o Farallon Capital Management, L.L.C.  
 One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as general partner of investment partnerships  
 (d) Delaware limited liability company  
 (e) Managing Members: Andrew J. M. Spokes, Senior Managing Member; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

3. The FCAAI General Partner

(a) Farallon AA GP, L.L.C.  
 (b) c/o Farallon Capital Management, L.L.C.  
 One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as general partner of investment partnerships  
 (d) Delaware limited liability company  
 (e) Managers: Andrew J. M. Spokes, Senior Manager; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managers

4. Managing Members of the Management Company and the Farallon General Partner

(a) Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J.M. Spokes, Gregory S. Swart, John R. Warren and Mark C. Wehrly.

(b) c/o Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100  
San Francisco, California 94111

(c) The principal occupation of Andrew J.M. Spokes is serving as Senior Managing Member of both the Management Company and the Farallon General Partner. The principal occupation of each other Managing Member of the Management Company and the Farallon General Partner is serving as a Managing Member of both the Management Company and the Farallon General Partner.

(d) Each of the Managing Members of the Management Company and the Farallon General Partner, other than Andrew J.M. Spokes and Gregory S. Swart, is a citizen of the United States. Andrew J.M. Spokes is a citizen of the United Kingdom. Gregory S. Swart is a citizen of New Zealand.

None of the Managing Members of the Management Company and the Farallon General Partner has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

## SCHEDULE A

## FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	6400 (P)	18.2799
4/24/2015	1000 (P)	18.4196
4/27/2015	18500 (P)	19.288
4/27/2015	30400 (P)	19.31
5/8/2015	21800 (P)	19.5355
5/11/2015	32000 (P)	19.5737
5/21/2015	5000 (P)	19.7942
5/22/2015	27700 (P)	19.7934
5/26/2015	500 (P)	19.7196
5/27/2015	10200 (P)	19.7943
5/28/2015	15000 (P)	19.7922
6/2/2015	40400 (P)	19.8014
6/3/2015	2900 (P)	19.8985
6/8/2015	14800 (P)	19.9117
6/9/2015	84200 (P)	19.8948
6/10/2015	36800 (P)	19.9187
6/11/2015	32800 (P)	19.9211
6/12/2015	22000 (P)	19.91
6/12/2015	107100 (P)	19.9039

## SCHEDULE B

## FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	9700 (P)	18.2799
4/24/2015	1500 (P)	18.4196
4/27/2015	27000 (P)	19.288
4/27/2015	44400 (P)	19.31
5/8/2015	28000 (P)	19.5355
5/11/2015	40700 (P)	19.5737
5/21/2015	6600 (P)	19.7942
5/22/2015	33500 (P)	19.7934
5/26/2015	600 (P)	19.7196
5/27/2015	13300 (P)	19.7943
5/28/2015	19200 (P)	19.7922
6/2/2015	53300 (P)	19.8014
6/3/2015	3800 (P)	19.8985
6/8/2015	17400 (P)	19.9117
6/9/2015	96900 (P)	19.8948
6/10/2015	41900 (P)	19.9187
6/11/2015	38200 (P)	19.9211
6/12/2015	24200 (P)	19.91
6/12/2015	118200 (P)	19.9039



## SCHEDULE C

## FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	1300 (P)	18.2799
4/24/2015	200 (P)	18.4196
4/27/2015	3300 (P)	19.288
4/27/2015	5300 (P)	19.31
5/8/2015	3300 (P)	19.5355
5/11/2015	4900 (P)	19.5737
5/21/2015	1000 (P)	19.7942
5/22/2015	5400 (P)	19.7934
5/26/2015	100 (P)	19.7196
5/27/2015	1900 (P)	19.7943
5/28/2015	3000 (P)	19.7922
6/2/2015	6900 (P)	19.8014
6/3/2015	500 (P)	19.8985
6/8/2015	2300 (P)	19.9117
6/9/2015	12700 (P)	19.8948
6/10/2015	5600 (P)	19.9187
6/11/2015	5000 (P)	19.9211
6/12/2015	2800 (P)	19.91
6/12/2015	13500 (P)	19.9039

## SCHEDULE D

## FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	1400 (P)	18.2799
4/24/2015	200 (P)	18.4196
4/27/2015	3700 (P)	19.288
4/27/2015	6200 (P)	19.31
5/8/2015	3900 (P)	19.5355
5/11/2015	5700 (P)	19.5737
5/21/2015	900 (P)	19.7942
5/22/2015	5400 (P)	19.7934
5/26/2015	100 (P)	19.7196
5/27/2015	1900 (P)	19.7943
5/28/2015	2800 (P)	19.7922
6/2/2015	7400 (P)	19.8014
6/3/2015	500 (P)	19.8985
6/8/2015	2300 (P)	19.9117
6/9/2015	12700 (P)	19.8948
6/10/2015	5600 (P)	19.9187
6/11/2015	5000 (P)	19.9211
6/12/2015	3300 (P)	19.91
6/12/2015	16000 (P)	19.9039

## SCHEDULE E

## FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	15500 (P)	18.2799
4/24/2015	2300 (P)	18.4196
4/27/2015	40300 (P)	19.288
4/27/2015	66100 (P)	19.31
5/8/2015	38528 (P)	19.5355
5/11/2015	57872 (P)	19.5737
5/21/2015	9600 (P)	19.7942
5/22/2015	52500 (P)	19.7934
5/26/2015	900 (P)	19.7196
5/27/2015	18700 (P)	19.7943
5/28/2015	28100 (P)	19.7922
6/2/2015	74531 (P)	19.8014
6/3/2015	5574 (P)	19.8985
6/8/2015	27400 (P)	19.9117
6/9/2015	154726 (P)	19.8948
6/10/2015	67982 (P)	19.9187
6/11/2015	61271 (P)	19.9211
6/12/2015	40879 (P)	19.91
6/12/2015	199421 (P)	19.9039

## SCHEDULE F

## FARALLON CAPITAL (AM) INVESTORS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	700 (P)	18.2799
4/24/2015	100 (P)	18.4196
4/27/2015	2000 (P)	19.288
4/27/2015	3300 (P)	19.31
5/8/2015	1800 (P)	19.5355
5/11/2015	2700 (P)	19.5737
5/21/2015	400 (P)	19.7942
5/22/2015	2700 (P)	19.7934
5/26/2015	100 (P)	19.7196
5/27/2015	1000 (P)	19.7943
5/28/2015	1500 (P)	19.7922
6/2/2015	3900 (P)	19.8014
6/3/2015	300 (P)	19.8985
6/8/2015	1600 (P)	19.9117
6/9/2015	8800 (P)	19.8948
6/10/2015	3900 (P)	19.9187
6/11/2015	3500 (P)	19.9211
6/12/2015	2221 (P)	19.91
6/12/2015	11100 (P)	19.9039

Page 38 of 42 Pages

## SCHEDULE G

## FARALLON CAPITAL AA INVESTORS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	1200 (P)	18.2799
4/24/2015	200 (P)	18.4196
4/27/2015	3700 (P)	19.288
4/27/2015	6200 (P)	19.31
5/8/2015	3900 (P)	19.5355
5/11/2015	6100 (P)	19.5737
5/21/2015	1100 (P)	19.7942
5/22/2015	5800 (P)	19.7934
5/26/2015	100 (P)	19.7196
5/27/2015	2100 (P)	19.7943
5/28/2015	3100 (P)	19.7922
6/2/2015	7400 (P)	19.8014
6/3/2015	500 (P)	19.8985
6/8/2015	2600 (P)	19.9117
6/9/2015	14700 (P)	19.8948
6/10/2015	6400 (P)	19.9187
6/11/2015	5800 (P)	19.9211
6/12/2015	3800 (P)	19.91
6/12/2015	18500 (P)	19.9039

## SCHEDULE H

## FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P)	PRICE PER SHARE (\$)
4/14/2015	500 (P)	18.2799
4/24/2015	100 (P)	18.4196
4/27/2015	1500 (P)	19.288
4/27/2015	2500 (P)	19.31
5/8/2015	1500 (P)	19.5355
5/11/2015	2300 (P)	19.5737
5/21/2015	400 (P)	19.7942
5/22/2015	2300 (P)	19.7934
5/27/2015	900 (P)	19.7943
5/28/2015	1300 (P)	19.7922
6/2/2015	3500 (P)	19.8014
6/3/2015	300 (P)	19.8985
6/8/2015	1200 (P)	19.9117
6/9/2015	6800 (P)	19.8948
6/10/2015	3000 (P)	19.9187
6/11/2015	2700 (P)	19.9211
6/12/2015	1800 (P)	19.91
6/12/2015	8600 (P)	19.9039

EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to  
Section 240.13d-1(k)

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D 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, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: June 12, 2015

/s/ Monica R. Landry  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and  
FARALLON CAPITAL (AM) INVESTORS, L.P.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica R. Landry  
FARALLON AA GP, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL AA INVESTORS, L.P.  
By Monica R. Landry, Manager

/s/ Monica R. Landry  
Monica R. Landry, individually and as attorney-in-fact for each of Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J.M. Spokes, John R. Warren and Mark C. Wehrly































