

Ambow Education Holding Ltd.
Form SC 13D/A
June 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Act of 1934
(Amendment No. 1)*

AMBOW EDUCATION HOLDING LTD.
(Name of issuer)

CLASS A ORDINARY SHARES & AMERICAN DEPOSITARY SHARES (ADS)**
(Title of class of securities)

02322P101
(CUSIP number)

Eric Ross
Senior Managing Director and Chief Compliance Officer
Avenue Capital Group
399 Park Avenue, 6th Floor
New York, NY 10022
(212) 850-7500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

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O'Melveny & Myers LLP
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1 Connaught Road,
Central, Hong Kong, S.A.R.
(852) 3512-2300

Doron Lipshitz
O'Melveny & Myers LLP
7 Times Square
New York, New York 10036
(212) 326-2000

June 6, 2013
(Date of event which requires filing of this statement)

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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 §§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 §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.

** Each American Depositary Share represents two (2) Class A Ordinary Shares, par value US\$0.0001 per share.

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).

CUSIP No. 02322P101

NAME OF REPORTING PERSONS

1

GL Asia Mauritius II Cayman Limited

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC

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

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF SHARES

21,599,914

BENEFICIALLY OWNED BY EACH

8

SHARED VOTING POWER

REPORTING PERSON

9

None

SOLE DISPOSITIVE POWER

WITH

10

21,599,914

SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

21,599,914*

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

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

21.6%*

TYPE OF REPORTING PERSON (See Instructions)

14

CO

*Represents current voting power in Issuer. See disclosure in Item 5(a) of the Schedule 13D dated April 23, 2013.

2

CUSIP No. 02322P101

NAME OF REPORTING PERSONS

1

GL Asia Mauritius II, LLC

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

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- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX 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

None

SHARED VOTING POWER

8

21,599,914

SOLE DISPOSITIVE POWER

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None

SHARED DISPOSITIVE POWER

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3

CUSIP No. 02322P101

NAME OF REPORTING PERSONS

1

Avenue Asia Special Situations Fund IV, L.P.

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

2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

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CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands

SOLE VOTING POWER

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None

SHARED VOTING POWER

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4

CUSIP No. 02322P101

NAME OF REPORTING PERSONS

1

Avenue Asia Capital Partners IV Ltd.

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2

- (a)
- (b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

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BENEFICIALLY

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SOLE DISPOSITIVE POWER

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REPORTING
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