

Renren Inc.
Form SC 13G/A
February 11, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

Renren Inc.
(Name of Issuer)

American Depositary Shares (ADS), each representing
15 Class A Ordinary Shares, par value \$0.001 per Share
(Title of Class of Securities)

759892201
(CUSIP Number)

December 31, 2018
(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)

xRule 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).

(Continued on following pages)

**The CUSIP number is for the American Depository Shares relating to the Ordinary Shares that trade on the New York Stock Exchange.

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Exhibit Index Contained on Page 11

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NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

¹DCM III, L.P. ("DCM III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

² (a) (b)

³SEC USE ONLY

⁴CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

⁵NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 81,768,285 Class A ordinary common shares ("shares") represented by 5,451,219 American Depositary Shares ("ADSs"), except that DCM Investment Management III, LLC ("GP III), the general partner of DCM III, may be deemed to have sole power to vote these shares, and K. David Chao ("Chao"), the managing member of GP III, may be deemed to have sole power to vote these shares.

⁶SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

⁷81,768,285 shares represented by 5,451,219 ADSs, except that GP III, the general partner of DCM III, may be deemed to have sole power to dispose of these shares, and Chao, the managing member of GP III, may be deemed to have sole power to dispose of these shares.

⁸SHARED DISPOSITIVE POWER

See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 81,768,285

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

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.1%

¹²TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

¹ DCM III-A, L.P. ("DCM III-A")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

² (a) (b) x

³ SEC USE ONLY

⁴ CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

⁵ NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 2,166,501 shares represented by 144,433 ADSs, except that GP III, the general partner of DCM III-A, may be deemed to have sole power to vote these shares, and Chao, the managing member of GP III, may be deemed to have sole power to vote these shares.

⁶ SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 2,166,501 shares represented by 144,433 ADSs, except that GP III, the general partner of DCM III-A, may be deemed to have sole power to dispose of these shares, and Chao, the managing member of GP III, may be deemed to have sole power to dispose of these shares.

⁸ SHARED DISPOSITIVE POWER

See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,166,501

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

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.3%

TYPE OF REPORTING PERSON*

¹² PN

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NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

¹ DCM Affiliates Fund III, L.P. ("Aff III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

² (a) (b) x

³ SEC USE ONLY

⁴ CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

⁵ NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 3,995,085 shares represented by 266,339 ADSs, except that GP III, the general partner of Aff III, may be deemed to have sole power to vote these shares, and Chao, the managing member of GP III, may be deemed to have sole power to vote these shares.

⁶ SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 3,995,085 shares represented by 266,339 ADSs, except that GP III, the general partner of Aff III, may be deemed to have sole power to dispose of these shares, and Chao, the managing member of GP III, may be deemed to have sole power to dispose of these shares.

⁸ SHARED DISPOSITIVE POWER

See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,995,085

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

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.5%

TYPE OF REPORTING PERSON*

¹² PN

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NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

¹ DCM Investment Management III, LLC (“GP III”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

² (a) (b) x

³ SEC USE ONLY

⁴ CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

87,929,871 shares (represented by 5,861,991 ADSs), of which 81,768,285 shares (represented by 5,451,219 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 144,433 5 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 266,339 ADSs) are directly owned by Aff III. GP III, the general partner of DCM III, DCM III-A and Aff III, may be deemed to have sole power to vote these shares, and Chao, the managing member of GP III, may be deemed to have sole power to vote these shares.

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

⁶ SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

87,929,871 shares (represented by 5,861,991 ADSs), of which 81,768,285 shares (represented by 5,451,219 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 144,433 7 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 266,339 ADSs) are directly owned by Aff III. GP III, the general partner of DCM III, DCM III-A and Aff III, may be deemed to have sole power to dispose of these shares, and Chao, the managing member of GP III, may be deemed to have sole power to dispose of these shares.

⁸ SHARED DISPOSITIVE POWER

See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 87,929,871

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

¹¹ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.9%

¹² TYPE OF REPORTING PERSON* OO

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NAME OF REPORTING PERSON

1
K. David Chao ("Chao")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Japanese Citizen

SOLE VOTING POWER

52,310,450 shares (represented by 168,325 ADSs), of which 566,875 Class A ordinary shares are issuable upon the exercise of options.

SHARED VOTING POWER

87,929,871 shares (represented by 5,861,991 ADSs), of which 81,768,285 shares (represented by 5,451,219 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 144,433 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 266,339 ADSs) are directly owned by Aff III. Chao is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have sole power to vote these shares.

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE DISPOSITIVE POWER

72,310,450 shares (represented by 168,325 ADSs), of which 566,875 Class A ordinary shares are issuable upon the exercise of options.

SHARED DISPOSITIVE POWER

87,929,871 shares (represented by 5,861,991 ADSs), of which 81,768,285 shares (represented by 5,451,219 ADSs) are directly owned by DCM III, 2,166,501 shares (represented by 144,433 ADSs) are directly owned by DCM III-A and 3,995,085 shares (represented by 266,339 ADSs) are directly owned by Aff III. Chao is a managing member of GP III, the general partner of DCM III, DCM III-A and Aff III, and may be deemed to have sole power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 90,240,321

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

10 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 12.2%

12TYPE OF REPORTING PERSON*

IN

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This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by DCM III, L.P. (“DCM III”), DCM III-A, L.P. (“DCM III-A”), DCM Affiliates Fund III, L.P. (“Aff III”), and DCM Investment Management III, LLC (“GP III”) and K. David Chao (“Chao”) (together with all prior and current amendments thereto, this “Schedule 13G”).

NAME OF ISSUER

ITEM 1(A).

Renren Inc.

ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

ITEM 1(B).

5/F, North Wing

18 Jiuxisnqiao Middle Road

Chaoyang District Beijing F4 100016

People’s Republic of China

NAME OF PERSONS FILING

ITEM 2(A).

This Schedule 13G is filed by DCM III, L.P., a Delaware limited partnership (“DCM III”), DCM III-A, L.P., a Delaware limited partnership (“DCM III-A”), and DCM Affiliates Fund III, L.P., a Delaware limited partnership (“Aff III”), and DCM Investment Management III, L.L.C., a Delaware limited liability company (“GP III”), and K. David Chao (“Chao”), the managing member of GP III. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

GP III, the general partner of each of DCM III, DCM III-A and Aff III, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCM III, DCM III-A and Aff III. Chao is the managing member of GP III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DCM III, DCM III-A and Aff III.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

DCM

2420 Sand Hill Road

Suite 200

Menlo Park, California 94025

ITEM 2(C).

CITIZENSHIP

DCM III, DCM III-A, and Aff III are Delaware limited partnerships. GP III is a Delaware limited liability company. Chao is a Japanese citizen.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

American Depositary Shares (ADS)

Each ADS represents an ownership interest in fifteen Class A ordinary shares. The Reporting Persons currently hold Class A ordinary shares, which may be deposited with the depositary for ADSs.

CUSIP # 759892201 (CUSIP Number for the ADSs, which are traded on the New York Stock Exchange. The Class A ordinary shares do not have a CUSIP Number.)

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

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

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

ITEM 5.

Not applicable.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM Under certain circumstances, set forth in the limited partnership agreements of DCM III, DCM III-A and Aff
6. III, and the limited liability company agreement of GP III, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

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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.

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SIGNATURES

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.

Date: February 11, 2019

DCM III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ K. David Chao
Name: K. David Chao
Title: Managing Member

DCM III-A, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ K. David Chao
Name: K. David Chao
Title: Managing Member

DCM AFFILIATES FUND
III, L.P.

By: DCM INVESTMENT
MANAGEMENT III, L.L.C.
Its General Partner

By: /s/ K. David Chao
Name: K. David Chao
Title: Managing Member

DCM INVESTMENT
MANAGEMENT III, L.L.C.

By: /s/ K. David Chao
Name: K. David Chao
Title: Managing Member

/s/ David Chao
K. David Chao

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EXHIBIT INDEX

| Exhibit | Found on Sequentially Numbered Page |
|--------------------------------------|--|
| Exhibit A: Agreement of Joint Filing | 12 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the American Depositary Shares of Renren Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.