ASIAINFO-LINKAGE, INC
Form SC 13D/A
December 02, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be included in statements filed pursuant to §240.13d-l(a) and amendments thEREto filed

pursuant to §240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

AsiaInfo-Linkage, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

04518A104

(CUSIP Number)

	With a copy to:
Libin Sun	
LT International Limited	**David T. Zhang, Esq.**
No. 16 Building	**Kirkland & Ellis**
No. 12 Dinghuaimen, Nanjing 210013	**c/o 26/F, Gloucester Tower, The Landmark**
People's Republic of China	**15 Queen's Road Central**
Telephone: +86-25 8375-3888	**Hong Kong**
	+852-3761-3318

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

November 30, 2013
(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 §§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.

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. 04518A104

1.	NAMES OF REPORTING PERSONS.	LT International Limited
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):	(a) ¨ (b) ¨
3.	SEC USE ONLY:	
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS):	OO
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): ¨	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION:	British Virgin Islands
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7.	SOLE VOTING POWER: 12,555,625
	8.	SHARED VOTING POWER:

PERSON WITH		0
		SOLE DISPOSITIVE POWER:
	9.	12,555,625
	10.	SHARED DISPOSITIVE POWER:
		0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
		12,555,625
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ¨	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
		17.2% *
14.	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):	
		CO

* Calculated based upon 73,027,512 issued and outstanding shares of common stocks, $0.01 par value ("Common Stock") of AsiaInfo-Linkage, Inc., a Delaware corporation (the "Issuer") as of October 29, 2013, as disclosed by the Issuer in its report on Form 10-Q for the quarterly period ended September 30, 2013.

CUSIP No. 04518A104

1.	NAMES OF REPORTING PERSONS. Libin Sun	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): (a) ¨ (b) ¨	
3.	SEC USE ONLY:	
4.	SOURCE OF FUNDS (SEE INSTRUCTIONS): OO	
5.	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e): ¨	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION: People's Republic of China	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER: 12,555,625
	8.	SHARED VOTING POWER:

		0
		SOLE DISPOSITIVE POWER:
	9.	12,555,625
		SHARED DISPOSITIVE POWER:
	10.	0
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
11.		
	12,555,625	
12.	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): ¨ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
13.		
	17.2%**	
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):	
14.		
	IN	

** Calculated using 73,027,512 issued and outstanding shares of Common Stock of the Issuer as of October 29, as disclosed by the Issuer in its report on Form 10-Q for the quarterly period ended September 30, 2013.

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EXPLANATORY NOTE

This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 13, 2010, as amended, supplemented and restated by the Amendment No. 1 to Schedule 13D filed with the SEC on February 14, 2011 and the Amendment No. 2 to Schedule 13D filed with the SEC on August 21, 2012 (the "Original Filing") by LT International Limited, a company organized under the laws of the British Virgin Islands ("LTI") and Mr. Libin Sun, the sole owner and the sole director of LTI ("Mr. Sun," together with LTI, the "Reporting Persons"), with respect to Common Stock of the Issuer. This Amendment No. 3 amends and restates the cover page and Item 5 of the Original Filing, and amends and supplements Items 6 and 7 of the Original Filing. Items 1, 2, 3 and 4 of the Original Filing are not amended hereby. Capitalized terms that are not defined herein have the respective meanings set forth in the Original Filing.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Original Filing is hereby amended and restated in its entirety as follows:

(a)-(b) Set forth in the table below is the number and percentage of shares of Common Stock of the Issuer beneficially owned by LTI and Mr. Sun as of the date of this Amendment No. 3.

NAME	NUMBER OF SHARES BENEFICIALLY OWNED WITH SOLE VOTING AND DISPOSITIVE POWER	NUMBER OF SHARES BENEFICIALLY OWNED WITH SHARED VOTING AND DISPOSITIVE POWER	AGGREGATE NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF CLASS BENEFICIALLY OWNED [(1)]
LTI	12,555,625	0	12,555,625	17.2%
Mr. Sun	12,555,625	0	12,555,625	17.2%

(1) Calculated using 73,027,512 issued and outstanding shares of Common Stock of the Issuer as of October 29, 2013, as disclosed by the Issuer in its report on Form 10-Q for the quarterly period ended September 30, 2013.

(c)-(d) The information set forth in Item 4 hereof is hereby incorporated by reference in its entirety into this Item 5. 5,650,031 shares of Common Stock of the Issuer held by LTI are pledged to ABN AMRO Bank N.V. Hong Kong Branch ("ABN") and 6,905,594 shares of Common Stock of the Issuer held by LTI are pledged to UBS AG ("UBS"), in each case, for loans made available to LTI.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Original Filing is hereby amended and supplemented by adding the following:

On January 28, 2013, LTI and Mr. Sun accepted a Facility Letter (the "ABN Facility Letter") issued by ABN on January 10, 2013. The ABN Facility Letter makes available to LTI a revolving loan facility with a maximum aggregate principle amount up to US$60 million. Obligations under the ABN Facility Letter are collateralized, among others, by a first fixed charge on not less than 5,650,031 shares and not more than 7,400,000 shares of Common Stock of the Issuer held by LTI (the "ABN Charged Shares") pursuant to the terms thereof. LTI will have all the rights to exercise voting rights with respect to the ABN Charged Shares unless an event of default under the ABN Facility Letter has occurred.

On November 25, 2013, LTI entered into a Borrower Agreement (the "UBS Borrower Agreement") with UBS, in which the terms and conditions of a Promissory Note issued by LTI dated as of November 25, 2013 (the "UBS Promissory Note") and a Credit Agreement (the "UBS Credit Agreement") are incorporated by reference. The UBS Borrower Agreement makes available to LTI an uncommitted demand revolving line of credit with a maximum aggregate principle amount as specified in writing by UBS from time to time. Obligations under the UBS Borrower Agreement are collateralized, among others, by a first priority lien and security interests in certain assets and rights of LTI, including 6,905,594 shares of Common Stock of the Issuer held by LTI (the "UBS Pledged Shares"), pursuant to the terms thereof and certain 144 Pledgor's Representation Letter issued by LTI dated as of November 30, 2013 (the "UBS Pledgor's Letter"). LTI will have all the rights to exercise voting rights with respect to the UBS Pledged Shares unless an event of default under the UBS Borrower Agreement has occurred.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the ABN Facility Letter filed as Exhibit G hereto, the UBS Borrower Agreement (including the UBS Promissory Note and the UBS Credit Agreement) filed as Exhibit H hereto and the UBS Pledgor's Letter filed as Exhibit I hereto, each of which is incorporated by reference herein.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Original Filing is hereby amended and supplemented by adding the following:

Exhibit No.	**Description**
Exhibit G	Facility Letter issued by ABN AMRO Bank N.V. Hong Kong Branch on January 10, 2013 and accepted by LT International Limited and Mr. Libin Sun on January 28, 2013 Borrower Agreement, dated as of November 25, 2013, by and between LT International Limited and UBS AG
Exhibit H	Promissory Note, dated as of November 25, 2013, by LT International Limited Credit Agreement
Exhibit I	144 Pledgor's Representation Letter for UBS AG Credit Lines, dated as of November 30, 2013, by LT International Limited

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: December 2, 2013

LT International Limited

/s/ Libin Sun
Name: Libin Sun
Title: Director

/s/ Libin Sun
Libin Sun

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Exhibit G

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Exhibit H

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Exhibit I

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