

Dong Min  
Form SC 13G/A  
February 12, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

NINETOWNS INTERNET TECHNOLOGY GROUP COMPANY LIMITED

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

654407105

(CUSIP Number)

December 31, 2008

(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 the disclosures provided in a prior cover page.

The information required in 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. 654407105

**1** NAMES OF REPORTING PERSONS  
Min Dong

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

**2** (a)  Not Applicable  
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
The People's Republic of China

**5** SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

None

**6** SHARED VOTING POWER  
6,375,697 ordinary shares (Note)

**7** SOLE DISPOSITIVE POWER  
None

**8** SHARED DISPOSITIVE POWER  
6,375,697 ordinary shares (Note)

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,375,697 ordinary shares (Note)

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

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**11**

17.7% (Note)

TYPE OF REPORTING PERSON

**12**

IN

Note: Value Chain International Limited ( Value Chain ) owns 2,002,312 ordinary shares of the Issuer. The Reporting Person and Mr. Shuang Wang are wife and husband and together beneficially own Value Chain s 2,002,312 ordinary shares of the Issuer through their 100.0% ownership of Value Chain.

In addition, the Reporting Person and Mr. Shuang Wang also directly beneficially own 4,373,385 ordinary shares of the Issuer. Such ordinary shares include (i) 75,592 ordinary shares owned by the Reporting Person; (ii) 88,271 ordinary shares underlying the Reporting Person s share options that are currently exercisable or

exercisable  
within 60 days  
of the date of  
this filing;  
(iii) 4,013,715  
ordinary shares  
owned by  
Mr. Shuang  
Wang and  
(iv) 195,807  
ordinary shares  
underlying  
Mr. Shuang  
Wang's share  
options that are  
currently  
exercisable or  
exercisable  
within 60 days  
of the date of  
this filing.

The total issued  
and outstanding  
shares of the  
Company as of  
the date of this  
filing is  
35,791,834,  
which includes  
800,000  
ordinary shares  
that were  
converted into  
American  
Depositary  
Shares in  
January 2008 to  
facilitate our  
employees  
cashless  
exercise of  
vested stock  
options.

**Item 1.**

(a) Name of Issuer:

Ninetowns Internet Technology Group Company Limited

(b) Address of Issuer's Principal Executive Offices

22 Floor, Building No. 1, Capital A Partners,  
No. 20 Gong Ti East Road, Chaoyang District  
Beijing 100020, People's Republic of China

**Item 2.**

(a) Name of Person Filing

Min Dong

(b) Address of Principal Business Office or, if none, Residence

c/o Ninetowns Internet Technology Group Company Limited  
22 Floor, Building No. 1, Capital A Partners,  
No. 20 Gong Ti East Road, Chaoyang District  
Beijing 100020, People's Republic of China

(c) Citizenship

The People's Republic of China

(d) Title of Class of Securities

Ordinary Shares

(e) CUSIP Number

654407105

**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:

6,375,697 ordinary shares (Note)

(b) Percent of class:

17.7% (Note)

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

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

None

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

6,375,697 ordinary shares (Note)

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

None

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

6,375,697 ordinary shares (Note)

Note: Value Chain International Limited ( Value Chain ) owns 2,002,312 ordinary shares of the Issuer. The Reporting Person and Mr. Shuang Wang are wife and husband and together beneficially own Value Chain s 2,002,312 ordinary shares of the Issuer through their 100.0% ownership of Value Chain.

In addition, the Reporting Person and Mr. Shuang Wang also directly beneficially own 4,373,385 ordinary shares

of the Issuer.  
Such ordinary shares include  
(i) 75,592 ordinary shares owned by the Reporting Person;  
(ii) 88,271 ordinary shares underlying the Reporting Person's share options that are currently exercisable or exercisable within 60 days of the date of this filing; (iii) 4,013,715 ordinary shares owned by Mr. Shuang Wang and  
(iv) 195,807 ordinary shares underlying Mr. Shuang Wang's share options that are currently exercisable or exercisable within 60 days of the date of this filing.

The total issued and outstanding shares of the Company as of the date of this filing is 35,791,834, which includes 800,000 ordinary shares that were converted into American



Depository  
Shares in  
January 2008 to  
facilitate our  
employees  
cashless  
exercise of  
vested stock  
options.

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class**

Not applicable

**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 or Control Person**

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.

Date: February 12, 2009

Signature: /s/ Min Dong  
Min Dong