



EDGAR Search Results

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 BETA View

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SANDS CAPITAL MANAGEMENT, LLC CIK#: **0001020066** (see all company filings)

 State location: VA | State of Inc.: DE | Fiscal Year End: 1231
 formerly: SANDS CAPITAL MANAGEMENT INC (filings through 2005-08-03)
 formerly: SANDS CAPITAL MANAGEMENT, LP (filings through 2005-11-14)

 Business Address
**SANDS CAPITAL
 MANAGEMENT, LLC**
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

 Mailing Address
**SANDS CAPITAL
 MANAGEMENT, LLC**
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

 Filter Results: Filing Type: Prior to: (YYYYMMDD) Ownership? include exclude only Limit Results Per Page
Items 1 - 40 [RSS Feed](#)

Filings	Format	Description	Filing Date	File/Film Number
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-13-000025 (34 Act) Size: 23 KB	2013-11-14	028-05734 131219515
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-13-000022 (34 Act) Size: 22 KB	2013-08-14	028-05734 131037692
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000011 Size: 6 KB	2013-07-09	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-13-000010 (34 Act) Size: 7 KB	2013-05-14	028-05734 13839516
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000009 (34 Act) Size: 7 KB	2013-02-14	005-87290 13607046
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000008 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607044
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000007 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607041
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000006 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607039
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000005 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607037
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000004 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607032
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000003 (34 Act) Size: 7 KB	2013-02-13	005-87290 13607026
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-13-000002 (34 Act) Size: 7 KB	2013-02-13	005-87290 13606672
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-13-000001 (34 Act) Size: 7 KB	2013-02-13	028-05734 13604207
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-12-000013 (34 Act) Size: 7 KB	2012-11-13	028-05734 121197069
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-12-000012 (34 Act) Size: 7 KB	2012-08-13	028-05734 121026392

13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-12-000011 (34 Act) Size: 7 KB	2012-05-14	028-05734 12837536
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000009 Size: 6 KB	2012-04-05	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000007 Size: 6 KB	2012-02-14	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000006 Size: 6 KB	2012-02-14	
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000005 Size: 6 KB	2012-02-14	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000004 Size: 6 KB	2012-02-14	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-12-000003 (34 Act) Size: 9 KB	2012-02-14	028-05734 12606834
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-12-000002 Size: 6 KB	2012-02-13	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-11-000020 (34 Act) Size: 10 KB	2011-11-14	028-05734 111198283
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-11-000016 (34 Act) Size: 9 KB	2011-08-12	028-05734 111031850
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-11-000014 Size: 6 KB	2011-06-09	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-11-000012 (34 Act) Size: 10 KB	2011-05-13	028-05734 11841392
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-11-000010 (34 Act) Size: 10 KB	2011-02-14	028-05734 11606605
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-11-000008 Size: 7 KB	2011-02-14	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-11-000007 Size: 7 KB	2011-02-14	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-11-000006 Size: 7 KB	2011-02-14	
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-11-000005 Size: 7 KB	2011-02-14	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-10-000014 (34 Act) Size: 8 KB	2010-11-12	028-05734 101185570
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-10-000012 (34 Act) Size: 8 KB	2010-08-13	028-05734 101014880
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-10-000010 (34 Act) Size: 8 KB	2010-05-14	028-05734 10830313
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-10-000008 Size: 7 KB	2010-02-12	
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-10-000007 Size: 7 KB	2010-02-12	
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-10-000006 Size: 7 KB	2010-02-12	
13F-HR	Documents	Quarterly report filed by institutional managers, Holdings Acc-no: 0001020066-10-000002 (34 Act) Size: 8 KB	2010-02-09	028-05734 10584524
SC 13G/A	Documents	[Amend]Statement of acquisition of beneficial ownership by individuals Acc-no: 0001020066-09-000030 Size: 7 KB	2009-12-09	



Filing Detail

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Generation EDGAR System

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-09-000030

Filing Date 2009-12-09
 Filing Date Changed 2009-12-09
 Accepted 2009-12-09 14:30:59
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	mr113009.txt	SC 13G/A	5056
	Complete submission text file	0001020066-09-000030.txt		7481

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

Mindray Medical International LTD (Subject) CIK:
[0001373060](#) (see all company filings)

IRS No.: 000000000 | State of Incorpor.: E9 | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-82637](#) | Film No.: 091230782
 SIC: [3841](#) Surgical & Medical Instruments & Apparatus
 Assistant Director 10

Business Address
 MINDRAY BUILDING,
 KEJI 12TH ROAD SOUTH
 HI-TECH INDUSTRIAL
 PARK, NANSHAN
 SHENZHEN F4 518057
 (86)-755-2658-2888

Mailing Address
 MINDRAY BUILDING,
 KEJI 12TH ROAD SOUTH
 HI-TECH INDUSTRIAL
 PARK, NANSHAN
 SHENZHEN F4 518057

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001020066-09-000030

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20091209

DATE AS OF CHANGE: 20091209

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: Mindray Medical International LTD

CENTRAL INDEX KEY: 0001373060

STANDARD INDUSTRIAL CLASSIFICATION: SURGICAL & MEDICAL INSTRUMENTS &
APPARATUS [3841]

IRS NUMBER: 000000000

STATE OF INCORPORATION: E9

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-82637

FILM NUMBER: 091230782

BUSINESS ADDRESS:

STREET 1: MINDRAY BUILDING, KEJI 12TH ROAD SOUTH

STREET 2: HI-TECH INDUSTRIAL PARK, NANSHAN

CITY: SHENZHEN

STATE: F4

ZIP: 518057

BUSINESS PHONE: (86)-755-2658-2888

MAIL ADDRESS:

STREET 1: MINDRAY BUILDING, KEJI 12TH ROAD SOUTH

STREET 2: HI-TECH INDUSTRIAL PARK, NANSHAN

CITY: SHENZHEN

STATE: F4

ZIP: 518057

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G/A
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<FILENAME>mr113009.txt
<DESCRIPTION>SCHEDULE 13G/A
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UNITED STATES
SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)*

Mindray Medical International Limited
(Name of Issuer)

Class A Ordinary Share, Par Value HK \$0.001 per share

(Title of Class of Securities)

602675100

(CUSIP Number)

November 30, 2009

(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)

CUSIP No. 602675100

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- 5.Sole Voting Power 2,176,104
- 6.Shared Voting Power None
- 7.Sole Dispositive Power 2,958,424
- 8.Shared Dispositive Power None
- 9.Aggregate Amount Beneficially Owned by Each Reporting Person 2,958,424
- 10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
- 11.Percent of Class Represented by Amount in Row (9) 3.9%
- 12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Mindray Medical International Limited

Item 1(b). Address of Issuer's Principal Executive Offices:

Mindray Building
Keji 12th Road South
Hi-tech Industrial Park
Nanshan, Shenzhen 518057

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Class A Ordinary Share, Par Value HK \$0.001 per share

Item 2(e). CUSIP Number:

602675100

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) - Broker or dealer registered under Section 15 of the Act.

- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 2,958,424
- b. Percent of Class: 3.9%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 2,176,104
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 2,958,424
 - (iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 December 9, 2009

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-10-000002

Filing Date	Period of Report
2010-02-09	2009-12-31
Accepted	Filing Date Changed
2010-02-09 16:09:13	2010-02-09
Documents	Effectiveness Date
1	2010-02-09

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm4q09.txt	13F-HR	7168
	Complete submission text file	0001020066-10-000002.txt		8938

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 10584524

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001020066-10-000002

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20091231

FILED AS OF DATE: 20100209

DATE AS OF CHANGE: 20100209

EFFECTIVENESS DATE: 20100209

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR

SEC ACT: 1934 Act

SEC FILE NUMBER: 028-05734

FILM NUMBER: 10584524

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP

DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT

DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC

DATE OF NAME CHANGE: 19990317

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<SEQUENCE>1

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<DESCRIPTION>FORM 13F HOLDINGS REPORT

<TEXT>

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2009

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC

Address: 1101 Wilson Blvd.

Suite 2300

Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA February 09, 2010

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.

[] 13F NOTICE.

[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 52

Form13F Information Table Value Total: \$ 13,096,426(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
MANAGERS SOLE SHARED NONE

ABB LTD ADR 45500	ADR	000375204	20,623	1079750 SH	SOLE	1034250	0
ALCON 27500	COM	H01301102	21,781	132530 SH	SOLE	105030	0
ALLERGAN 3828924	COM	018490102	639,341	10146656 SH	SOLE	6317732	0
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CELGENE CHARLES SCHWAB 0 3517025	COM	151020104	4,273	76750	SH	SOLE	10950	0 65800
	COM	808513105	173,347	9210792	SH	SOLE	5693767	
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FLIR SYSTEMS INC 0 2230943	COM	302445101	208,783	6378939	SH	SOLE	4147996	
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INTERCONTINENTAL EXCHANGE 3005825 0 1649750	COM	45865V100	522,821	4655575	SH	SOLE		
INTUITIVE SURGICAL 0 963475	COM	46120E602	817,223	2693284	SH	SOLE	1729809	
IRON MOUNTAIN 0 1985968	COM	462846106	118,807	5220012	SH	SOLE	3234044	
ISHARES RUSS 1000 GROWTH INDX 32595 0 4800	RUSSELL1000GRW	464287614	1,864	37395	SH	SOLE		
ISIS PHARMACEUTICAL 0 136000	COM	464330109	1,764	158800	SH	SOLE	22800	
LAS VEGAS SANDS 0 5253192	COM	517834107	245,281	16417753	SH	SOLE	11164561	
MERCADOLIBRE ADR 0 23000	ADR	58733R102	28,207	543800	SH	SOLE	520800	
MINDRAY MEDICAL INTL 945999 0 174604	ADR	ADR	602675100	38,011	1120603	SH	SOLE	
MONSANTO 2249839	COM	61166W101	510,771	6247962	SH	SOLE	3998123	0
MYRIAD GENETICS	COM	62855J104	2,708	103800	SH	SOLE	14900	0

88900 NATIONAL OILWELL VARCO 10349225 0 5585701	COM	637071101	702,571	15934926	SH	SOLE		
NEW ORIENTAL EDUCATION ADR 452090 0 19000	ADR	647581107	35,619	471090	SH	SOLE		
NIKE 1831718	COM	654106103	317,675	4808154	SH	SOLE	2976436	0
NUVASIVE 102500	COM	670704105	3,843	120175	SH	SOLE	17675	0
QUALCOMM 5203211	COM	747525103	672,397	14535166	SH	SOLE	9331955	0
REGENERON PHARMACEUTICALS 11600 0 69100	COM	75886F107	1,951	80700	SH	SOLE		
SALESFORCE.COM 0 3003637	COM	79466L302	639,128	8663797	SH	SOLE	5660160	
SCHLUMBERGER 0 3072788	COM	806857108	567,265	8715094	SH	SOLE	5642306	
SEATTLE GENETICS INC 0 121000	COM	812578102	1,437	141400	SH	SOLE	20400	
ST. JUDE MEDICAL 87800	COM	790849103	3,774	102600	SH	SOLE	14800	0
STAPLES 3752990	COM	855030102	240,962	9799196	SH	SOLE	6046206	0
STARBUCKS 5017436	COM	855244109	307,377	13329440	SH	SOLE	8312004	0
STRYKER 714976	COM	863667101	103,196	2048755	SH	SOLE	1333779	0
TAIWAN SEMICONDUCTOR MFG 46700 0 70500	ADR	874039100	1,341	117200	SH	SOLE		
VARIAN MEDICAL SYSTEMS 4084597 0 2635906	COM	92220P105	314,856	6720503	SH	SOLE		
VERTEX PHARMS 70200	COM	92532F100	3,514	82000	SH	SOLE	11800	0
VISA INC 2881988	COM	92826C839	698,843	7990434	SH	SOLE	5108446	0
VIVUS INC 151200	COM	928551100	1,624	176500	SH	SOLE	25300	0
VMWARE INC 1506367	COM	928563402	168,854	3984295	SH	SOLE	2477928	0

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-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-10-000006

Filing Date 2010-02-12
 Filing Date Changed 2010-02-12
 Accepted 2010-02-12 13:03:58
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	ice0210.txt	SC 13G/A	5080
	Complete submission text file	0001020066-10-000006.txt		7395

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)
 IRS No.: 202830751 | State of Incorp.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209 703-562-4000	Mailing Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209
---	--

INTERCONTINENTALEXCHANGE INC (Subject) CIK: [0001174746](#) (see all company filings)
 IRS No.: 000000000 | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-81171](#) | Film No.: 10596987
 SIC: [6200](#) Security & Commodity Brokers, Dealers, Exchanges & Services
 Assistant Director 8

Business Address 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA GA 30328 7708574700	Mailing Address 2100 RIVEREDGE PARKWAY SUITE 500 ATLANTA GA 30328
--	---

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001020066-10-000006

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20100212

DATE AS OF CHANGE: 20100212

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: INTERCONTINENTALEXCHANGE INC

CENTRAL INDEX KEY: 0001174746

STANDARD INDUSTRIAL CLASSIFICATION: SECURITY & COMMODITY BROKERS,
DEALERS, EXCHANGES & SERVICES [6200]

IRS NUMBER: 000000000

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-81171

FILM NUMBER: 10596987

BUSINESS ADDRESS:

STREET 1: 2100 RIVEREDGE PARKWAY

STREET 2: SUITE 500

CITY: ATLANTA

STATE: GA

ZIP: 30328

BUSINESS PHONE: 7708574700

MAIL ADDRESS:

STREET 1: 2100 RIVEREDGE PARKWAY

STREET 2: SUITE 500

CITY: ATLANTA

STATE: GA

ZIP: 30328

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>SCHEDULE 13G/A
<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

(Amendment No. 3)*

IntercontinentalExchange, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45865V100

(CUSIP Number)

December 31, 2009

(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)

CUSIP No. 45865V100

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 3,005,825

6.Shared Voting Power None

7.Sole Dispositive Power 4,655,575

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 4,655,575

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 6.32%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

IntercontinentalExchange, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2100 RiverEdge Parkway
Suite 500
Atlanta, GA 30328
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

45865V100

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b)
or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 4,655,575
- b. Percent of Class: 6.32%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,005,825
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 4,655,575
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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, 2010

By: /s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-10-000007

Filing Date 2010-02-12
 Filing Date Changed 2010-02-12
 Accepted 2010-02-12 13:04:42
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G	ilmn0210.txt	SC 13G	5016
	Complete submission text file	0001020066-10-000007.txt		7274

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

ILLUMINA INC (Subject) CIK: [0001110803](#) (see all company filings)

IRS No.: 330804655 | State of Incorpor.: DE | Fiscal Year End: 1228
 Type: SC 13G | Act: 34 | File No.: [005-60457](#) | Film No.: 10596993
 SIC: [3826](#) Laboratory Analytical Instruments
 Assistant Director 10

Business Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121
 8582024500

Mailing Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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<ACCEPTANCE-DATETIME>20100212130442

ACCESSION NUMBER: 0001020066-10-000007

CONFORMED SUBMISSION TYPE: SC 13G

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20100212

DATE AS OF CHANGE: 20100212

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: ILLUMINA INC

CENTRAL INDEX KEY: 0001110803

STANDARD INDUSTRIAL CLASSIFICATION: LABORATORY ANALYTICAL INSTRUMENTS

[3826]

IRS NUMBER: 330804655

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1228

FILING VALUES:

FORM TYPE: SC 13G

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-60457

FILM NUMBER: 10596993

BUSINESS ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE

CITY: SAN DIEGO

STATE: CA

ZIP: 92121

BUSINESS PHONE: 8582024500

MAIL ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE

CITY: SAN DIEGO

STATE: CA

ZIP: 92121

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>SCHEDULE 13G
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UNITED STATES
SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

Illumina, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

452327109

(CUSIP Number)

December 31, 2009

(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)

CUSIP No. 452327109

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 3,999,188

6.Shared Voting Power None

7.Sole Dispositive Power 6,452,895

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 6,452,895

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11.Percent of Class Represented by Amount in Row (9) 5.16%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Illumina, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

9885 Towne Centre Drive
San Diego, CA 92121
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

452327109

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.

- (e) X An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 6,452,895
- b. Percent of Class: 5.16%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,999,188
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 6,452,895
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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, 2010

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

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-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-10-000008

Filing Date 2010-02-12
 Filing Date Changed 2010-02-12
 Accepted 2010-02-12 13:05:51
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	lvs0210.txt	SC 13G/A	4932
	Complete submission text file	0001020066-10-000008.txt		7248

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)
 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209 703-562-4000	Mailing Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209
---	--

LAS VEGAS SANDS CORP (Subject) CIK: [0001300514](#) (see all company filings)
 IRS No.: 270099920 | State of Incorpor.: NV | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-80460](#) | Film No.: 10597004
 SIC: [7011](#) Hotels & Motels
 Assistant Director 8

Business Address 3355 LAS VEGAS BOULEVARD, SOUTH ROOM 1A LAS VEGAS NV 89109 (702) 414-1000	Mailing Address 3355 LAS VEGAS BOULEVARD, SOUTH ROOM 1A LAS VEGAS NV 89109
---	--

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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<ACCEPTANCE-DATETIME>20100212130551

ACCESSION NUMBER: 0001020066-10-000008

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20100212

DATE AS OF CHANGE: 20100212

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: LAS VEGAS SANDS CORP
CENTRAL INDEX KEY: 0001300514
STANDARD INDUSTRIAL CLASSIFICATION: HOTELS & MOTELS [7011]
IRS NUMBER: 270099920
STATE OF INCORPORATION: NV
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-80460
FILM NUMBER: 10597004

BUSINESS ADDRESS:

STREET 1: 3355 LAS VEGAS BOULEVARD, SOUTH
STREET 2: ROOM 1A
CITY: LAS VEGAS
STATE: NV
ZIP: 89109
BUSINESS PHONE: (702) 414-1000

MAIL ADDRESS:

STREET 1: 3355 LAS VEGAS BOULEVARD, SOUTH
STREET 2: ROOM 1A
CITY: LAS VEGAS
STATE: NV
ZIP: 89109

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

(Amendment No. 1)*

Las Vegas Sands Corp.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

517834107

(CUSIP Number)

December 31, 2009

(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)

CUSIP No. 517834107

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 11,164,561

6.Shared Voting Power None

7.Sole Dispositive Power 16,417,753

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 16,417,753

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 2.49%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Las Vegas Sands Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

3355 Las Vegas Boulevard South
Las Vegas, NV 89109
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

517834107

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) - Broker or dealer registered under Section 15 of the Act.

(b) - Bank as defined in Section 3(a)(6) of the Act.

(c) - Insurance company as defined in Section 3(a)(19) of the Act.

- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 16,417,753
- b. Percent of Class: 2.49%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 11,164,561
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 16,417,753
 - (iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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, 2010

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

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</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-10-000010

Filing Date	Period of Report
2010-05-14	2010-03-31
Accepted	Filing Date Changed
2010-05-13 19:38:40	2010-05-13
Documents	Effectiveness Date
1	2010-05-14

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm1q10.txt	13F-HR	7029
	Complete submission text file	0001020066-10-000010.txt		8799

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 10830313

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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ACCESSION NUMBER: 0001020066-10-000010

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20100331

FILED AS OF DATE: 20100514

DATE AS OF CHANGE: 20100513

EFFECTIVENESS DATE: 20100514

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR

SEC ACT: 1934 Act

SEC FILE NUMBER: 028-05734

FILM NUMBER: 10830313

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP

DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT

DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC

DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>FORM 13F HOLDINGS REPORT

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC

Address: 1101 Wilson Blvd.

Suite 2300

Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA May 13, 2010

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.

[] 13F NOTICE.

[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 51

Form13F Information Table Value Total: \$ 12,746,282(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

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AMAZON.COM 2581559	COM	023135106	937204	6902877 SH	SOLE	4321318	0

APPLE 1618931	COM	037833100	1017352	4329159	SH	SOLE	2710228	0
ATHENAHEALTH, INC 12800	COM	04685W103	506	13850	SH	SOLE	1050	0
BIOMARIN PHARMS 51000	COM	09061G101	1290	55200	SH	SOLE	4200	0
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CELGENE	COM	151020104	1063	17150	SH	SOLE	1250	0 15900
CHARLES SCHWAB 0 7498452	COM	808513105	376046	20120168	SH	SOLE	12621716	
CISCO SYSTEMS 6500	COM	17275R102	364	14000	SH	SOLE	7500	0
CME GROUP 349552	COM	12572Q105	277347	877376	SH	SOLE	527824	0
DENTSPLY INTL 24400	COM	249030107	921	26400	SH	SOLE	2000	0
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FMC TECHNOLOGIES 0 2867176	COM	30249U101	525494	8130809	SH	SOLE	5263633	
GENZYME 3919460	COM	372917104	537126	10363230	SH	SOLE	6443770	0
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INTUITIVE SURGICAL 0 730239	COM	46120E602	687572	1975044	SH	SOLE	1244805	
IRON MOUNTAIN 0 1992979	COM	462846106	135967	4962303	SH	SOLE	2969324	
ISIS PHARMACEUTICAL 32900	COM	464330109	389	35600	SH	SOLE	2700	0
LAS VEGAS SANDS 0 5299687	COM	517834107	333439	15765420	SH	SOLE	10465733	
MERCADOLIBRE ADR 0 24000	ADR	58733R102	26212	543700	SH	SOLE	519700	
MINDRAY MEDICAL INTL ADR 922350 0 73575	ADR	602675100	36272	995925	SH	SOLE		
MONSANTO 2192272	COM	61166W101	421587	5902932	SH	SOLE	3710660	0
MYRIAD GENETICS 21000	COM	62855J104	548	22800	SH	SOLE	1800	0
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QUALCOMM	COM		747525103	584016	13918407	SH	SOLE	8681149	0											
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SALESFORCE.COM	COM		79466L302	617360	8292276	SH	SOLE	5275739												
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SCHLUMBERGER	COM		806857108	529644	8346103	SH	SOLE	5255778												
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Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-10-000012

Filing Date	Period of Report
2010-08-13	2010-06-30
Accepted	Filing Date Changed
2010-08-13 14:58:11	2010-08-13
Documents	Effectiveness Date
1	2010-08-13

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm2q10.txt	13F-HR	6962
	Complete submission text file	0001020066-10-000012.txt		8733

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 101014880

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001020066-10-000012

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20100630

FILED AS OF DATE: 20100813

DATE AS OF CHANGE: 20100813

EFFECTIVENESS DATE: 20100813

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR

SEC ACT: 1934 Act

SEC FILE NUMBER: 028-05734

FILM NUMBER: 101014880

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP

DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT

DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC

DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>FORM 13F HOLDINGS REPORT

<TEXT>

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2010

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC

Address: 1101 Wilson Blvd.

Suite 2300

Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA August 13, 2010

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.

[] 13F NOTICE.

[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 50

Form13F Information Table Value Total: \$ 11,291,442(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
MANAGERS SOLE SHARED NONE

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FMC TECHNOLOGIES 0 2764141	COM	30249U101	413761	7857208	SH	SOLE	5093067	
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GILEAD SCIENCES 18400	COM	375558103	682	19900	SH	SOLE	1500	0
GOOGLE 471844	CL A	38259P508	556971	1251761	SH	SOLE	779917	0
HEARTWARE INTERNATIONAL INC 1150 0 14500	COM	422368100	1097	15650	SH	SOLE		
HUMAN GENOME SCIENCES 0 20700	COM	444903108	505	22300	SH	SOLE		1600
ILLUMINA INC 3666349	COM	452327109	399924	9187312	SH	SOLE	5520963	0
INTERCONTINENTAL EXCHANGE 2645334 0 1591475	COM	45865V100	478887	4236809	SH	SOLE		
INTUITIVE SURGICAL 0 704583	COM	46120E602	602926	1910291	SH	SOLE	1205708	
IRON MOUNTAIN 0 2795486	COM	462846106	156919	6986577	SH	SOLE	4191091	
ISIS PHARMACEUTICAL 33900	COM	464330109	350	36600	SH	SOLE	2700	0
LAS VEGAS SANDS 0 4173819	COM	517834107	274697	12407251	SH	SOLE	8233432	
MERCADOLIBRE 24000	ADR	58733R102	27940	531680	SH	SOLE	507680	0
MINDRAY MEDICAL INTL 900925 0 77275	ADR	ADR	602675100	30735	978200	SH	SOLE	
NATIONAL OILWELL VARCO 9344894 0 5413457	COM	637071101	488059	14758351	SH	SOLE		
NEW ORIENTAL EDUCATION	ADR	ADR	647581107	42940	460775	SH	SOLE	

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NIKE			COM	654106103	360437	5335848	SH	SOLE	3203551	0
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NUVASIVE			COM	670704105	1233	34775	SH	SOLE	3075	0 31700
QUALCOMM			COM	747525103	669390	20383363	SH	SOLE	12947750	0
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SALESFORCE.COM			COM	79466L302	734627	8560088	SH	SOLE	5397546	
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SCHLUMBERGER			COM	806857108	447192	8080806	SH	SOLE	5102014	
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SEATTLE GENETICS INC			COM	812578102	391	32600	SH	SOLE	2400	0
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STAPLES			COM	855030102	229814	12063728	SH	SOLE	7223248	0
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STRYKER			COM	863667101	594	11875	SH	SOLE	875	0 11000
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VISA INC			COM	92826C839	656923	9285124	SH	SOLE	5872742	0
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VIVUS INC			COM	928551100	392	40800	SH	SOLE	3000	0 37800
VMWARE INC			COM	928563402	197674	3158231	SH	SOLE	1930326	0
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-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-10-000014

Filing Date	Period of Report
2010-11-12	2010-09-30
Accepted	Filing Date Changed
2010-11-12 14:32:30	2010-11-12
Documents	Effectiveness Date
1	2010-11-12

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm3q10.txt	13F-HR	7081
	Complete submission text file	0001020066-10-000014.txt		8852

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 101185570

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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<ACCEPTANCE-DATETIME>20101112143230

ACCESSION NUMBER: 0001020066-10-000014

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20100930

FILED AS OF DATE: 20101112

DATE AS OF CHANGE: 20101112

EFFECTIVENESS DATE: 20101112

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR

SEC ACT: 1934 Act

SEC FILE NUMBER: 028-05734

FILM NUMBER: 101185570

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP

DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT

DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC

DATE OF NAME CHANGE: 19990317

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<TYPE>13F-HR

<SEQUENCE>1

<FILENAME>scm3q10.txt

<DESCRIPTION>FORM 13F HOLDINGS REPORT

<TEXT>

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2010

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC

Address: 1101 Wilson Blvd.

Suite 2300

Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA November 12, 2010

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.

[] 13F NOTICE.

[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 51

Form13F Information Table Value Total: \$ 12,861,906(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
MANAGERS SOLE SHARED NONE

ABB LTD ADR 50000	ADR	000375204	22394	1060300	SH	SOLE	1,010,300	0
ALEXION PHARMACEUTICALS INC 1219489 0 947966	COM	015351109	139497	2167455	SH	SOLE		
ALLERGAN 3173426	COM	018490102	556868	8370173	SH	SOLE	5196747	0
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AMAZON.COM 2440129	COM	023135106	1027435	6541672	SH	SOLE	4101543	0
APPLE 1085065	COM	037833100	817134	2879769	SH	SOLE	1794704	0
ASML ADR 3043305	ADR	N07059186	256408	8624571	SH	SOLE	5581266	0
ATHENAHEALTH, INC 16800	COM	04685W103	599	18150	SH	SOLE	1350	0
BIOMARIN PHARMS 74400	COM	09061G101	1797	80425	SH	SOLE	6025	0
C H ROBINSON WORLDWIDE, INC. 771239 0 606354	COM	12541W209	96321	1377593	SH	SOLE		
CELGENE CHARLES SCHWAB 0 9616629	COM	151020104	994	17250	SH	SOLE	1250	0 16000
CISCO SYSTEMS 6500	COM	808513105	346438	24923607	SH	SOLE	15306978	
CME GROUP 71465	COM	17275R102	307	14000	SH	SOLE	7500	0
DENDREON 10100	COM	12572Q105	58532	224734	SH	SOLE	153269	0
DENTSPLY INTL 24600	COM	24823Q107	450	10925	SH	SOLE	825	0
DEXCOM INC 36800	COM	249030107	850	26600	SH	SOLE	2000	0
EDWARDS LIFESCIENCES CORP 0 12600	COM	252131107	526	39775	SH	SOLE	2975	0
F5 NETWORKS INC 624288	COM	28176E108	913	13620	SH	SOLE		1020
FLIR SYSTEMS INC 0 2142852	COM	315616102	160860	1549566	SH	SOLE	925278	0
FMC TECHNOLOGIES 0 2704616	COM	302445101	148584	5781480	SH	SOLE	3638628	
GENZYME 2524800	COM	30249U101	516138	7558034	SH	SOLE	4853418	
GOOGLE 464988	COM	372917104	446438	6306517	SH	SOLE	3781717	0
HEARTWARE INTERNATIONAL INC 1150 0 14200	CL A	38259P508	647650	1231766	SH	SOLE	766778	0
HUMAN GENOME SCIENCES 0 20000	COM	422368100	1055	15350	SH	SOLE		
ILLUMINA INC 3607024	COM	444903108	643	21600	SH	SOLE	1600	
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ISIS PHARMACEUTICAL 33100	COM	46120E602	534457	1883615	SH	SOLE	1190387	
LAS VEGAS SANDS 0 3377861	COM	464330109	301	35800	SH	SOLE	2700	0
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MINDRAY MEDICAL INTL 841275 0 77300	ADR	58733R102	30471	422155	SH	SOLE	404155	0
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7331648																				
SALESFORCE.COM	COM		79466L302	934051	8354659	SH	SOLE	5250607												
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SCHLUMBERGER	COM		806857108	490347	7958890	SH	SOLE	5022917												
0 2935973																				
SEATTLE GENETICS INC	COM		812578102	492	31700	SH	SOLE	2400	0											
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ST. JUDE MEDICAL	COM		790849103	905	23000	SH	SOLE	1700	0											
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STAPLES	COM		855030102	336560	16087956	SH	SOLE	9527562	0											
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STARBUCKS	COM		855244109	307801	12047023	SH	SOLE	7279620	0											
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TAIWAN SEMICONDUCTOR MFG ADS	ADR		874039100	15852	1563280	SH	SOLE													
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VARIAN MEDICAL SYSTEMS	COM		92220P105	360191	5953574	SH	SOLE													
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VERTEX PHARMS	COM		92532F100	490	14175	SH	SOLE	1075	0											
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Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-11-000005

Filing Date 2011-02-14
 Filing Date Changed 2011-02-14
 Accepted 2011-02-14 14:45:05
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G	cree0211.txt	SC 13G	5005
	Complete submission text file	0001020066-11-000005.txt		7340

CREE INC (Subject) CIK: 0000895419 (see all company filings)

IRS No.: 561572719 | State of Incorp.: NC | Fiscal Year End: 0626
 Type: SC 13G | Act: 34 | File No.: 005-44695 | Film No.: 11606270
 SIC: 3674 Semiconductors & Related Devices
 Assistant Director 10

Business Address
 4600 SILICON DR
 DURHAM NC 27703
 9193135300

Mailing Address
 4600 SILICON DR
 DURHAM NC 27703-8475

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: 0001020066 (see all company filings)

IRS No.: 202830751 | State of Incorp.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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<ACCEPTANCE-DATETIME>20110214144505

ACCESSION NUMBER: 0001020066-11-000005

CONFORMED SUBMISSION TYPE: SC 13G

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20110214

DATE AS OF CHANGE: 20110214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: CREE INC

CENTRAL INDEX KEY: 0000895419

STANDARD INDUSTRIAL CLASSIFICATION: SEMICONDUCTORS & RELATED DEVICES

[3674]

IRS NUMBER: 561572719

STATE OF INCORPORATION: NC

FISCAL YEAR END: 0626

FILING VALUES:

FORM TYPE: SC 13G

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-44695

FILM NUMBER: 11606270

BUSINESS ADDRESS:

STREET 1: 4600 SILICON DR

CITY: DURHAM

STATE: NC

ZIP: 27703

BUSINESS PHONE: 9193135300

MAIL ADDRESS:

STREET 1: 4600 SILICON DR

CITY: DURHAM

STATE: NC

ZIP: 27703-8475

FORMER COMPANY:

FORMER CONFORMED NAME: CREE RESEARCH INC /NC/

DATE OF NAME CHANGE: 19940224

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G

<SEQUENCE>1

<FILENAME>cree0211.txt

<DESCRIPTION>SCHEDULE 13G

<TEXT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

Cree, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

225447101
(CUSIP Number)

December 31, 2010
(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)

CUSIP No. 225447101

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting

Person With

5.Sole Voting Power 3,813,778

6.Shared Voting Power None

7.Sole Dispositive Power 5,771,913

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 5,771,913

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11.Percent of Class Represented by Amount in Row (9) 5.28%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Cree, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

4600 Silicon Drive
Durham, NC 27703
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

225447101

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) - Broker or dealer registered under Section 15 of the Act.

- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 5,771,913
- b. Percent of Class: 5.28%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,813,778
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 5,771,913
 - (iv) Shared power to dispose or to direct the disposition None

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:

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2011

By: /s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>
</DOCUMENT>
</SEC-DOCUMENT>
-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

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Generation EDGAR System

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-11-000006

Filing Date 2011-02-14
 Filing Date Changed 2011-02-14
 Accepted 2011-02-14 14:45:31
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	ilmn0211.txt	SC 13G/A	5037
	Complete submission text file	0001020066-11-000006.txt		7301

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

ILLUMINA INC (Subject) CIK: [0001110803](#) (see all company filings)

IRS No.: 330804655 | State of Incorpor.: DE | Fiscal Year End: 0103
 Type: SC 13G/A | Act: 34 | File No.: [005-60457](#) | Film No.: 11606276
 SIC: [3826](#) Laboratory Analytical Instruments
 Assistant Director 10

Business Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121
 8582024500

Mailing Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001020066-11-000006

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20110214

DATE AS OF CHANGE: 20110214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: ILLUMINA INC

CENTRAL INDEX KEY: 0001110803

STANDARD INDUSTRIAL CLASSIFICATION: LABORATORY ANALYTICAL INSTRUMENTS

[3826]

IRS NUMBER: 330804655

STATE OF INCORPORATION: DE

FISCAL YEAR END: 0103

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-60457

FILM NUMBER: 11606276

BUSINESS ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE

CITY: SAN DIEGO

STATE: CA

ZIP: 92121

BUSINESS PHONE: 8582024500

MAIL ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE

CITY: SAN DIEGO

STATE: CA

ZIP: 92121

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<SEQUENCE>1
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<DESCRIPTION>SCHEDULE 13G/A
<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

(AMENDMENT No. 1)

Illumina, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

452327109

(CUSIP Number)

December 31, 2010

(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)

CUSIP No. 452327109

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 5,997,426

6.Shared Voting Power None

7.Sole Dispositive Power 9,055,831

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 9,055,831

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11.Percent of Class Represented by Amount in Row (9) 7.24%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Illumina, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

9885 Towne Centre Drive
San Diego, CA 92121
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

452327109

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company

Act of 1940.

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 9,055,831
- b. Percent of Class: 7.24%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 5,997,426
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 9,055,831
 - (iv) Shared power to dispose or to direct the disposition None

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:

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2011

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

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[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-11-000007

Filing Date 2011-02-14
 Filing Date Changed 2011-02-14
 Accepted 2011-02-14 14:45:48
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	isrg0211.txt	SC 13G/A	4946
	Complete submission text file	0001020066-11-000007.txt		7224

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066 \(see all company filings\)](#)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209 703-562-4000	Mailing Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209
---	--

INTUITIVE SURGICAL INC (Subject) CIK:
[0001035267 \(see all company filings\)](#)

IRS No.: 770416458 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-59661](#) | Film No.: 11606284
 SIC: [3842](#) Orthopedic, Prosthetic & Surgical Appliances & Supplies
 Assistant Director 10

Business Address 950 KIFER ROAD SUNNYVALE CA 94086 4085232100	Mailing Address 950 KIFER ROAD SUNNYVALE CA 94086
--	---

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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MIC-Info: RSA-MD5,RSA,

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<ACCEPTANCE-DATETIME>20110214144548

ACCESSION NUMBER: 0001020066-11-000007

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20110214

DATE AS OF CHANGE: 20110214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: INTUITIVE SURGICAL INC

CENTRAL INDEX KEY: 0001035267

STANDARD INDUSTRIAL CLASSIFICATION: ORTHOPEDIC, PROSTHETIC & SURGICAL
APPLIANCES & SUPPLIES [3842]

IRS NUMBER: 770416458

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-59661

FILM NUMBER: 11606284

BUSINESS ADDRESS:

STREET 1: 950 KIFER ROAD

CITY: SUNNYVALE

STATE: CA

ZIP: 94086

BUSINESS PHONE: 4085232100

MAIL ADDRESS:

STREET 1: 950 KIFER ROAD

CITY: SUNNYVALE

STATE: CA

ZIP: 94086

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>SCHEDULE 13G/A
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UNITEDx STATES
SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

(Amendment No. 3)*

Intuitive Surgical, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

46120E602

(CUSIP Number)

December 31, 2010

(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)

CUSIP No. 46120E602

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each

Reporting
Person With

- 5.Sole Voting Power 1,303,028
- 6.Shared Voting Power None
- 7.Sole Dispositive Power 1,884,721
- 8.Shared Dispositive Power None
- 9.Aggregate Amount Beneficially Owned by Each Reporting Person 1,884,721
- 10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []
- 11.Percent of Class Represented by Amount in Row (9) 4.85%
- 12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Intuitive Surgical, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

950 Kifer Road
Sunnyvale, CA 94086
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

46120E602

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

a. Amount beneficially owned: 1,884,721

b. Percent of Class: 4.85%

c. Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 1,303,028

(ii) Shared power to vote or to direct the vote None

(iii) Sole power to dispose or to direct the disposition of 1,884,721

(iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2011

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-11-000008

Filing Date 2011-02-14
 Filing Date Changed 2011-02-14
 Accepted 2011-02-14 14:46:14
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G/A	var0211.txt	SC 13G/A	5056
	Complete submission text file	0001020066-11-000008.txt		7541

VARIAN MEDICAL SYSTEMS INC (Subject) CIK:
0000203527 (see all company filings)

IRS No.: 942359345 | State of Incorpor.: DE | Fiscal Year End: 1001
 Type: SC 13G/A | Act: 34 | File No.: 005-17026 | Film No.: 11606291
 SIC: 3845 Electromedical & Electrotherapeutic Apparatus
 Assistant Director 10

Business Address
 3100 HANSEN WAY
 PALO ALTO CA 94304-1000
 650-424-5834

Mailing Address
 3100 HANSEN WAY
 PALO ALTO CA 94304-1000

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
0001020066 (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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<SEC-DOCUMENT>0001020066-11-000008.txt : 20110214

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<ACCEPTANCE-DATETIME>20110214144614

ACCESSION NUMBER: 0001020066-11-000008

CONFORMED SUBMISSION TYPE: SC 13G/A

PUBLIC DOCUMENT COUNT: 1

FILED AS OF DATE: 20110214

DATE AS OF CHANGE: 20110214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: VARIAN MEDICAL SYSTEMS INC

CENTRAL INDEX KEY: 0000203527

STANDARD INDUSTRIAL CLASSIFICATION: ELECTROMEDICAL &
ELECTROTHERAPEUTIC APPARATUS [3845]

IRS NUMBER: 942359345

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1001

FILING VALUES:

FORM TYPE: SC 13G/A

SEC ACT: 1934 Act

SEC FILE NUMBER: 005-17026

FILM NUMBER: 11606291

BUSINESS ADDRESS:

STREET 1: 3100 HANSEN WAY

CITY: PALO ALTO

STATE: CA

ZIP: 94304-1000

BUSINESS PHONE: 650-424-5834

MAIL ADDRESS:

STREET 1: 3100 HANSEN WAY

CITY: PALO ALTO

STATE: CA

ZIP: 94304-1000

FORMER COMPANY:

FORMER CONFORMED NAME: VARIAN ASSOCIATES INC /DE/

DATE OF NAME CHANGE: 19920703

FORMER COMPANY:

FORMER CONFORMED NAME: VARIAN DELAWARE INC

DATE OF NAME CHANGE: 19761123

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

</SEC-HEADER>

<DOCUMENT>

<TYPE>SC 13G/A

<SEQUENCE>1

<FILENAME>var0211.txt

<DESCRIPTION>SCHEDULE 13G/A

<TEXT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

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

(Amendment No. 2)*

Varian Medical Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92220P105

(CUSIP Number)

December 31, 2010

(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)

CUSIP No. 92220P105

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of

Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 3,953,223

6.Shared Voting Power None

7.Sole Dispositive Power 5,959,626

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 5,959,626

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 5.01%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Varian Medical Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

3100 Hanson Way
Palo Alto, CA 94304
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

92220P105

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 5,959,626
- b. Percent of Class: 5.01%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,953,223
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 5,959,626
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2011

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

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-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-11-000010

Filing Date	Period of Report
2011-02-14	2010-12-31
Accepted	Filing Date Changed
2011-02-14 15:03:14	2011-02-14
Documents	Effectiveness Date
1	2011-02-14

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm4q10.txt	13F-HR	9027
	Complete submission text file	0001020066-11-000010.txt		10797

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 11606605

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

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Originator-Key-Asymmetric:

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MIC-Info: RSA-MD5,RSA,

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<ACCEPTANCE-DATETIME>20110214150314

ACCESSION NUMBER: 0001020066-11-000010

CONFORMED SUBMISSION TYPE: 13F-HR

PUBLIC DOCUMENT COUNT: 1

CONFORMED PERIOD OF REPORT: 20101231

FILED AS OF DATE: 20110214

DATE AS OF CHANGE: 20110214

EFFECTIVENESS DATE: 20110214

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066

IRS NUMBER: 202830751

STATE OF INCORPORATION: DE

FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR

SEC ACT: 1934 Act

SEC FILE NUMBER: 028-05734

FILM NUMBER: 11606605

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC

STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON

STATE: VA

ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP

DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT

DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC

DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>FORM 13F HOLDINGS REPORT

<TEXT>

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2010

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.

[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC

Address: 1101 Wilson Blvd.

Suite 2300

Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA February 14, 2011

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT.

[] 13F NOTICE.

[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 60

Form13F Information Table Value Total: \$ 15,228,607(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

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MANAGERS SOLE SHARED NONE

ABB LTD ADR 50000	ADR	000375204	22881	1019200	SH	SOLE	969200	0
ALEXION PHARMACEUTICALS INC 2773271 0 1411535	COM	015351109	337086	4184806	SH	SOLE		
ALIMERA SCIENCES INC 54100	COM	016259103	589	56725	SH	SOLE	2625	0
ALLERGAN 2650957	COM	018490102	574300	8363193	SH	SOLE	5712236	0

AMAZON.COM 2059083	COM	023135106	1179845	6554696	SH	SOLE	4495613	0
APPLE 929219	COM	037833100	937635	2906855	SH	SOLE	1977636	0
ARM HOLDINGS PLC - ADR 0 128400	ADR	042068106	2698	130000	SH	SOLE	1600	
ASML ADR 2623945	ADR	N07059186	331914	8657111	SH	SOLE	6033166	0
ATHENAHEALTH, INC 89900	COM	04685W103	3769	91975	SH	SOLE	2075	0
BIOMARIN PHARMS 124200	COM	09061G101	3507	130225	SH	SOLE	6025	0
C H ROBINSON WORLDWIDE, INC. 2402778 0 1186720	COM	12541W209	287842	3589498	SH	SOLE		
CELGENE 0 8116777	COM	151020104	1647	27850	SH	SOLE	1250	0 26600
CHARLES SCHWAB 0 8116777	COM	808513105	440332	25735367	SH	SOLE	17618590	
CISCO SYSTEMS 6500	COM	17275R102	283	14000	SH	SOLE	7500	0
CREE INC. 1958135	COM	225447101	380311	5771913	SH	SOLE	3813778	0
DENDREON 28200	COM	24823Q107	1032	29550	SH	SOLE	1350	0
DENTSPLY INTL 41000	COM	249030107	1469	43000	SH	SOLE	2000	0
DEXCOM INC 83500	COM	252131107	1195	87525	SH	SOLE	4025	0
EDWARDS LIFESCIENCES CORP 0 25400	COM	28176E108	2152	26620	SH	SOLE		1220
F5 NETWORKS INC 0 722240	COM	315616102	277989	2135750	SH	SOLE	1413510	
FLIR SYSTEMS INC 116800	COM	302445101	3515	118140	SH	SOLE	1340	0
FMC TECHNOLOGIES 0 2243767	COM	30249U101	668363	7517303	SH	SOLE	5273536	
GOOGLE 392704	CL A	38259P508	733685	1235223	SH	SOLE	842519	0
HEARTWARE INTERNATIONAL INC 1150 0 23700	COM	422368100	2176	24850	SH	SOLE		
HUMAN GENOME SCIENCES 0 41000	COM	444903108	1027	42975	SH	SOLE	1975	
ILLUMINA INC 3058405	COM	452327109	573596	9055831	SH	SOLE	5997426	0
INCYTE CORPORATION 49100	COM	45337C102	852	51450	SH	SOLE	2350	0
INTERCONTINENTAL EXCHANGE 2855313 0 1298942	COM	45865V100	494979	4154255	SH	SOLE		
INTUITIVE SURGICAL 0 581693	COM	46120E602	485787	1884721	SH	SOLE	1303028	
ISHARES S&P GLBL TECH SECTOR 0 0 55300	S&P GBL INF	464287291	3396	55300	SH	SOLE		
ISHARES RUSSELL 1K GRW INDX 22966 0 0	RUSSELL1000GR	464287614	1315	22966	SH	SOLE		
ISIS PHARMACEUTICAL 79500	COM	464330109	843	83325	SH	SOLE	3825	0
LAS VEGAS SANDS	COM	517834107	412442	8975879	SH	SOLE	6271727	

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-----END PRIVACY-ENHANCED MESSAGE-----



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-11-000012

Filing Date	Period of Report
2011-05-13	2011-03-31
Accepted	Filing Date Changed
2011-05-13 16:27:40	2011-05-13
Documents	Effectiveness Date
1	2011-05-13

Document Format Files

Seq	Description	Document	Type	Size
1	FORM 13F HOLDINGS REPORT	scm1q11.txt	13F-HR	8746
	Complete submission text file	0001020066-11-000012.txt		10102

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 11841392

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

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CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20110331
FILED AS OF DATE: 20110513
DATE AS OF CHANGE: 20110513
EFFECTIVENESS DATE: 20110513

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 11841392

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA May 13, 2011

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 63
 Form13F Information Table Value Total: \$ 16,122,013(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
 MANAGERS SOLE SHARED NONE

NAME OF ISSUER MANAGERS	TITLE OF CLASS	CUSIP	(x\$1000) PRN	AMT	PRN CALL	DSCRETN
ABB LTD ADR 50000	ADR	000375204	24751	1023200	SH	SOLE 973200 0
ALEXION PHARMACEUTICALS INC 2801762 0 1451100	COM	015351109	419672	4252862	SH	SOLE
ALIMERA SCIENCES INC 80400	COM	016259103	648	83025	SH	SOLE 2625 0
ALLERGAN 2702522	COM	018490102	601427	8468422	SH	SOLE 5765900 0
AMAZON.COM 2087803	COM	023135106	1192768	6621709	SH	SOLE 4533906 0
ANSYS INC APPLE 946808	COM	03662Q105	2188	40380	SH	SOLE 380 0 40000
ARM HOLDINGS PLC - 0 170500	ADR	042068106	4848	172100	SH	SOLE 1974587 0
ASML ADR 2682925	ADR	N07059186	390127	8766891	SH	SOLE 6083966 0
ATHENAHEALTH, INC	COM	04685W103	6052	134100	SH	SOLE 2500

0 131600									
BIOMARIN PHARMS	COM	09061G101	4823	191925 SH	SOLE	6025	0		
185900									
C H ROBINSON WORLDWIDE, INC.	COM	12541W209	268768	3625626 SH	SOLE				
2425184									
0 1200442									
CELGENE	COM	151020104	1655	28750 SH	SOLE	850	0	27900	
CHARLES SCHWAB	COM	808513105	486076	26959269 SH	SOLE			18732808	
0 8226461									
CISCO SYSTEMS	COM	17275R102	240	14000 SH	SOLE	7500	0		
6500									
COMPLETE GENOMICS INC	COM	20454K104	344	38125 SH	SOLE			1196	
0 36929									
CONCUR TECHNOLOGIES INC	COM	206708109	2296	41400 SH	SOLE			400	
0 41000									
CREE INC.	COM	225447101	255596	5537176 SH	SOLE	3775823	0		
1761353									
DENDREON	COM	24823Q107	2214	59150 SH	SOLE	1850	0		
57300									
DEXCOM INC	COM	252131107	2006	129225 SH	SOLE	4025	0		
125200									
EDWARDS LIFESCIENCES CORP	COM	28176E108	3034	34870 SH	SOLE			1070	
0 33800									
F5 NETWORKS INC	COM	315616102	431413	4206037 SH	SOLE	2792695			
0 1413342									
FLIR SYSTEMS INC	COM	302445101	4978	143840 SH	SOLE	1340	0		
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FMC TECHNOLOGIES	COM	30249U101	514758	5448330 SH	SOLE	3765250			
0 1683080									
GOOGLE	CL A	38259P508	733069	1249350 SH	SOLE	850494	0		
398856									
HEARTWARE INTERNATIONAL INC	COM	422368100	3104	36300 SH	SOLE				
1150									
0 35150									
HUMAN GENOME SCIENCES	COM	444903108	1742	63475 SH	SOLE			1975	
0 61500									
ILLUMINA INC	COM	452327109	644591	9199239 SH	SOLE	6089259	0		
3109980									
INCYTE CORPORATION	COM	45337C102	1202	75850 SH	SOLE	2350			
0 73500									
INTERCONTINENTAL EXCHANGE	COM	45865V100	493684	3996149 SH	SOLE				
2750936									
0 1245213									
INTUITIVE SURGICAL	COM	46120E602	634883	1903927 SH	SOLE	1313365			
0 590562									
IPG PHOTONICS CORP	COM	44980X109	3784	65610 SH	SOLE	610	0		
65000									
LAS VEGAS SANDS	COM	517834107	383366	9080207 SH	SOLE	6308281			
0 2771926									
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0 87550									
MERCADOLIBRE	ADR	58733R102	35717	437550 SH	SOLE	389050	0		
48500									
MINDRAY MEDICAL INTL ADR	ADR	602675100	23607	936775 SH	SOLE				
809575									
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MOMENTA PHARMACEUTICALS INC	COM	60877T100	774	48825 SH	SOLE				
1525									
0 47300									
NATIONAL OILWELL VARCO	COM	637071101	736543	9291577 SH	SOLE				
6556253									
0 2735324									

NETFLIX INC 502236	COM	64110L106	352986	1484508 SH	SOLE	982272	0
NETSUITE INC 79000	COM	64118Q107	2318	79700 SH	SOLE	700	0
NEW ORIENTAL EDUCATION 347065 0 15000	ADR	647581107	36232	362065 SH	SOLE		
NIKE 1783689	COM	654106103	437997	5785960 SH	SOLE	4002271	0
NUVASIVE 125300	COM	670704105	3289	129900 SH	SOLE	4600	0
NXSTAGE MEDICAL INC 0 54700	COM	67072V103	1242	56500 SH	SOLE		1800
OPENTABLE INC 213874	COM	68372A104	58860	553453 SH	SOLE	339579	0
PRAXAIR, INC. 911447	COM	74005P104	313372	3084370 SH	SOLE	2172923	0
PRICELINE.COM INC 0 142735	COM	741503403	212802	420191 SH	SOLE	277456	
QUALCOMM 5697656	COM	747525103	1009867	18418143 SH	SOLE	12720487	0
REGENERON PHARMACEUTICALS 1300 0 40100	COM	75886F107	1861	41400 SH	SOLE		
SALESFORCE.COM 0 2658886	COM	79466L302	1127575	8441199 SH	SOLE	5782313	
SCHLUMBERGER 0 2446978	COM	806857108	765900	8212528 SH	SOLE	5765550	
SEATTLE GENETICS INC 91900	COM	812578102	1478	94925 SH	SOLE	3025	0
SOUTHWESTERN ENERGY COMPANY 4445079 0 2192510	COM	845467109	285217	6637589 SH	SOLE		
STARBUCKS 3999514	COM	855244109	449620	12168329 SH	SOLE	8168815	0
TAIWAN SEMICONDUCTOR MFG ADS 1433605 0 258400	ADR	874039100	20609	1692005 SH	SOLE		
VARIAN MEDICAL SYSTEMS 3988782 0 2041271	COM	92220P105	407873	6030053 SH	SOLE		
VEECO INSTRUMENTS INC 0 58000	COM	922417100	2979	58590 SH	SOLE		590
VERTEX PHARMS 32800	COM	92532F100	1624	33875 SH	SOLE	1075	0
VISA INC 4006462	COM	92826C839	942596	12803530 SH	SOLE	8797068	0
VIVUS INC	COM	928551100	617	99725 SH	SOLE	3125	0 96600
VOLCANO CORP 39200	COM	928645100	1036	40450 SH	SOLE	1250	0
WEBMD HEALTH CORP. 0 41000	COM	94770V102	2261	42325 SH	SOLE		1325
WW GRAINGER INC 0 818657	COM	384802104	344147	2499612 SH	SOLE	1680955	

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Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-11-000014

Filing Date Filing Date Changed
2011-06-09 2011-06-09
Accepted
2011-06-09 16:13:07
Documents
1

Document Format Files

Seq	Description	Document	Type	Size
1	SCHEDULE 13G	open0611.txt	SC 13G	4887
	Complete submission text file	0001020066-11-000014.txt		6784

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: SC 13G

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

OPENTABLE INC (Subject) CIK: [0001125914](#) (see all company filings)

IRS No.: 943374049 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: SC 13G | Act: 34 | File No.: [005-84906](#) | Film No.: 11903339
SIC: [7389](#) Services-Business Services, NEC
Assistant Director 2 & 3

Business Address
799 MARKET STREET
FOURTH FLOOR
SAN FRANCISCO CA
94103
(415) 344-4200

Mailing Address
799 MARKET STREET
FOURTH FLOOR
SAN FRANCISCO CA
94103

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ACCESSION NUMBER: 0001020066-11-000014
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20110609
DATE AS OF CHANGE: 20110609

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: OPENTABLE INC
CENTRAL INDEX KEY: 0001125914
STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-BUSINESS SERVICES, NEC [7389]
IRS NUMBER: 943374049
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-84906
FILM NUMBER: 11903339

BUSINESS ADDRESS:

STREET 1: 799 MARKET STREET
STREET 2: FOURTH FLOOR
CITY: SAN FRANCISCO
STATE: CA
ZIP: 94103
BUSINESS PHONE: (415) 344-4200

MAIL ADDRESS:

STREET 1: 799 MARKET STREET
STREET 2: FOURTH FLOOR
CITY: SAN FRANCISCO
STATE: CA
ZIP: 94103

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G

<SEQUENCE>1

<FILENAME>open0611.txt

<DESCRIPTION>SCHEDULE 13G

<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

OpenTable, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

68372A104

(CUSIP Number)

May 31, 2011

(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)

CUSIP No. 68372A104

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 1,620,699

6. Shared Voting Power None

7. Sole Dispositive Power 2,481,379

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,481,379

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 10.6%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

OpenTable, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

799 Market Street
Fourth Floor
San Francisco, CA 94103

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

68372A104

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

a. Amount beneficially owned: 2,481,379

b. Percent of Class: 10.6%

c. Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 1,620,699

(ii) Shared power to vote or to direct the vote None

(iii) Sole power to dispose or to direct the disposition of 2,481,379

(iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the

securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 June 9, 2011

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>



Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-11-000016

Filing Date	Period of Report
2011-08-12	2011-06-30
Accepted	Filing Date Changed
2011-08-12 16:36:41	2011-08-12
Documents	Effectiveness Date
1	2011-08-12

Document Format Files

Seq	Description	Document	Type	Size
1	13F TEXT FILE	scm2Q11.txt	13F-HR	8386
	Complete submission text file	0001020066-11-000016.txt		9743

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
0001020066 (see all company filings)

 IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: **028-05734** | Film No.: 111031850

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<DOCUMENT>
<TYPE>13F-HR
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<DESCRIPTION>13F TEXT FILE
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA August 12, 2011

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
28-01190	Russell Investment Co.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 59
 Form13F Information Table Value Total: \$ 16,964,752(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

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 MANAGERS SOLE SHARED NONE

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52000									
ALEXION PHARMACEUTICALS INC	COM	015351109	403809	8586197	SH	SOLE			
5561842 0 3024355									
ALIMERA SCIENCES INC	COM	016259103	664	81425	SH	SOLE	2625	0	
78800									
ALLERGAN	COM	018490102	630999	7579568	SH	SOLE	5080670	0	
2498898									
AMAZON.COM	COM	023135106	1271621	6218501	SH	SOLE	4231864	0	
1986637									
ANSYS INC	COM	03662Q105	8303	151880	SH	SOLE	112380	0	
39500									
APPLE	COM	037833100	1023130	3048023	SH	SOLE	2056886	0	
991137									
ARM HOLDINGS PLC - ADR	ADR	042068106	18127	637600	SH	SOLE	474600		

0 163000												
ASML ADR	ADR		N07059186	346977	9387907	SH	SOLE	6586600	0			
2801307												
ATHENAHEALTH, INC	COM		04685W103	14191	345275	SH	SOLE	217475				
0 127800												
BIOMARIN PHARMS	COM		09061G101	4142	152225	SH	SOLE	4925	0			
147300												
C H ROBINSON WORLDWIDE, INC.	COM		12541W209	288800	3663111	SH	SOLE					
2407171 0 1255940												
CELGENE	COM		151020104	1668	27650	SH	SOLE	850	0	26800		
CHARLES SCHWAB	COM		808513105	445366	27073938	SH	SOLE	18465653				
0 8608285												
CISCO SYSTEMS	COM		17275R102	219	14000	SH	SOLE	7500	0			
6500												
COMPLETE GENOMICS INC	COM		20454K104	12194	798028	SH	SOLE	481876				
0 316152												
CONCUR TECHNOLOGIES INC	COM		206708109	7613	152054	SH	SOLE	112370				
0 39684												
CREE INC.	COM		225447101	14964	445500	SH	SOLE	330100	0			
115400												
DENDREON	COM		24823Q107	2246	56950	SH	SOLE	1850	0			
55100												
DEXCOM INC	COM		252131107	1800	124225	SH	SOLE	4025	0			
120200												
EDWARDS LIFESCIENCES CORP	COM		28176E108	2927	33570	SH	SOLE			1070		
0 32500												
F5 NETWORKS INC	COM		315616102	536653	4867600	SH	SOLE	3211125				
0 1656475												
FLIR SYSTEMS INC	COM		302445101	17994	533800	SH	SOLE	396300	0			
137500												
FMC TECHNOLOGIES	COM		30249U101	460162	10273770	SH	SOLE	6961660				
0 3312110												
GOOGLE	CL A		38259P508	689737	1362093	SH	SOLE	939846	0			
422247												
HEARTWARE INTERNATIONAL INC	COM		422368100	2078	28050	SH	SOLE					
900 0 27150												
HUMAN GENOME SCIENCES	COM		444903108	1496	60975	SH	SOLE	1975				
0 59000												
ILLUMINA INC	COM		452327109	707190	9410385	SH	SOLE	6167035	0			
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INCYTE CORPORATION	COM		45337C102	1382	72950	SH	SOLE	2350				
0 70600												
INTERCONTINENTAL EXCHANGE	COM		45865V100	451369	3619347	SH	SOLE					
2457590 0 1161757												
INTUITIVE SURGICAL	COM		46120E602	714683	1920623	SH	SOLE	1305376				
0 615247												
IPG PHOTONICS CORP	COM		44980X109	17706	243510	SH	SOLE	180610				
0 62900												
LAS VEGAS SANDS	COM		517834107	386725	9161929	SH	SOLE	6254307				
0 2907622												
MERCADOLIBRE	ADR		58733R102	41233	519700	SH	SOLE	473000	0			
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MINDRAY MEDICAL INTL	ADR	ADR	602675100	2318	82650	SH	SOLE	2650				
0 80000												
NATIONAL OILWELL VARCO	COM		637071101	731933	9358565	SH	SOLE					
6482606 0 2875959												

NETFLIX INC 691017	COM	64110L106	536099	2040805	SH	SOLE	1349788	0
NETSUITE INC 75000	COM	64118Q107	11395	290700	SH	SOLE	215700	0
NEW ORIENTAL EDUCATION 346090 0 17000	ADR	647581107	40564	363090	SH	SOLE		
NIKE 1862523	COM	654106103	524769	5832066	SH	SOLE	3969543	0
NUVASIVE 109000	COM	670704105	3723	113225	SH	SOLE	4225	0
NXSTAGE MEDICAL INC 0 76000	COM	67072V103	1635	78550	SH	SOLE	2550	
OPENTABLE INC 827185	COM	68372A104	205529	2472680	SH	SOLE	1645495	0
PRAXAIR, INC. 954684	COM	74005P104	337356	3112428	SH	SOLE	2157744	0
PRICELINE.COM INC 0 214983	COM	741503403	324150	633192	SH	SOLE	418209	
QUALCOMM 5977373	COM	747525103	1073043	18894927	SH	SOLE	12917554	0
REGENERON PHARMACEUTICALS 1300 0 38500	COM	75886F107	2257	39800	SH	SOLE		
SALESFORCE.COM 0 2778576	COM	79466L302	1290688	8663496	SH	SOLE	5884920	
SCHLUMBERGER 0 2561037	COM	806857108	715542	8281735	SH	SOLE	5720698	
SEATTLE GENETICS INC 90400	COM	812578102	1917	93425	SH	SOLE	3025	0
SOUTHWESTERN ENERGY COMPANY 4408172 0 2294830	COM	845467109	287425	6703002	SH	SOLE		
STARBUCKS 4186004	COM	855244109	484374	12265728	SH	SOLE	8079724	0
VARIAN MEDICAL SYSTEMS 3090503 0 1666988	COM	92220P105	333120	4757491	SH	SOLE		
VERTEX PHARMS 31500	COM	92532F100	1694	32575	SH	SOLE	1075	0
VISA INC 4182270	COM	92826C839	1107633	13145420	SH	SOLE	8963150	0
VIVUS INC	COM	928551100	781	95925	SH	SOLE	3125	0 92800
VOLCANO CORP 37700	COM	928645100	1258	38950	SH	SOLE	1250	0
WEBMD HEALTH CORP. 0 39400	COM	94770V102	1856	40725	SH	SOLE	1325	
WW GRAINGER INC 0 859492	COM	384802104	388931	2531279	SH	SOLE	1671787	

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Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-11-000020

Filing Date	Period of Report
2011-11-14	2011-09-30
Accepted	Filing Date Changed
2011-11-14 09:31:37	2011-11-14
Documents	Effectiveness Date
1	2011-11-14

Document Format Files

Seq	Description	Document	Type	Size
1	3Q11 13F-HR	scm3Q11.txt	13F-HR	8719
	Complete submission text file	0001020066-11-000020.txt		10076

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
0001020066 (see all company filings)

 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: **028-05734** | Film No.: 111198283

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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ACCESSION NUMBER: 0001020066-11-000020
CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20110930
FILED AS OF DATE: 20111114
DATE AS OF CHANGE: 20111114
EFFECTIVENESS DATE: 20111114

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 111198283

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2011

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA November 14, 2011

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 60
 Form13F Information Table Value Total: \$ 15,072,868(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
 MANAGERS SOLE SHARED NONE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN
3D SYSTEMS CORP 76500	COM	88554D205	4481	320310	SH	SOLE	243810	0
ABB LTD ADR 52000	ADR	000375204	17506	1024950	SH	SOLE	972950	0
ALEXION PHARMACEUTICALS INC 5740024 0 3031420	COM	015351109	561899	8771444	SH	SOLE		
ALIMERA SCIENCES INC 79200	COM	016259103	655	81825	SH	SOLE	2625	0
ALLERGAN 2004873	COM	018490102	515025	6251822	SH	SOLE	4246949	0
AMAZON.COM 1972291	COM	023135106	1343268	6212218	SH	SOLE	4239927	0
ANSYS INC 35200	COM	03662Q105	7237	147580	SH	SOLE	112380	0
APPLE 991933	COM	037833100	1185400	3108674	SH	SOLE	2116741	0
ARM HOLDINGS PLC - 0 147000	ADR	042068106	15851	621600	SH	SOLE	474600	

ASML ADR 3655175	ADR	N07059186	416081	12046366	SH	SOLE	8391191	0
ATHENAHEALTH, INC 0 95582	COM	04685W103	15839	265977	SH	SOLE	170395	
BIOGEN IDEC, INC. 12900	COM	09062X103	1244	13350	SH	SOLE	450	0
BIOMARIN PHARMS 165800	COM	09061G101	5464	171450	SH	SOLE	5650	0
C H ROBINSON WORLDWIDE, INC. 2492240 0 1259995	COM	12541W209	256916	3752235	SH	SOLE		
CELGENE 0 8639543	COM	151020104	2133	34450	SH	SOLE	1150	0 33300
CHARLES SCHWAB 0 8639543	COM	808513105	311970	27681432	SH	SOLE	19041889	
CISCO SYSTEMS 6500	COM	17275R102	217	14000	SH	SOLE	7500	0
COMPLETE GENOMICS INC 0 250252	COM	20454K104	4287	730278	SH	SOLE	480026	
CONCUR TECHNOLOGIES INC 0 34684	COM	206708109	5475	147054	SH	SOLE	112370	
CREE INC. 74200	COM	225447101	8080	310990	SH	SOLE	236790	0
DENDREON 85800	COM	24823Q107	797	88600	SH	SOLE	2800	0
DEXCOM INC 148600	COM	252131107	1844	153650	SH	SOLE	5050	0
EDWARDS LIFESCIENCES CORP 0 31900	COM	28176E108	2350	32970	SH	SOLE	1070	
F5 NETWORKS INC 0 1663040	COM	315616102	355165	4998810	SH	SOLE	3335770	
FLIR SYSTEMS INC 87200	COM	302445101	9147	365130	SH	SOLE	277930	0
FMC TECHNOLOGIES 0 3324445	COM	30249U101	394988	10505274	SH	SOLE	7180829	
GOOGLE 424077	CL A	38259P508	712218	1382841	SH	SOLE	958764	0
HEARTWARE INTERNATIONAL INC 900 0 26550	COM	422368100	1768	27450	SH	SOLE		
ILLUMINA INC 3772570	COM	452327109	458814	11212471	SH	SOLE	7439901	0
INCYTE CORPORATION 0 83000	COM	45337C102	1199	85825	SH	SOLE	2825	
INTERCONTINENTAL EXCHANGE 2537962 0 1166151	COM	45865V100	438048	3704113	SH	SOLE		
INTUITIVE SURGICAL 0 548455	COM	46120E602	631219	1732785	SH	SOLE	1184330	
IPG PHOTONICS CORP 0 50400	COM	44980X109	9163	210940	SH	SOLE	160540	
LAS VEGAS SANDS 0 2920034	COM	517834107	367208	9577664	SH	SOLE	6657630	
MERCADOLIBRE 51100	ADR	58733R102	34099	634400	SH	SOLE	583300	0
MINDRAY MEDICAL INTL 0 78000	ADR	602675100	1904	80650	SH	SOLE	2650	
NATIONAL OILWELL VARCO 5431238 0 2305569	COM	637071101	396279	7736807	SH	SOLE		
NETFLIX INC	COM	64110L106	232481	2052448	SH	SOLE	1369976	0

682472 NETSUITE INC 85500	COM	64118Q107	9680	358400	SH	SOLE	272900	0
NEW ORIENTAL EDUCATION ADR 1376000 0 68000	ADR	647581107	33169	1444000	SH	SOLE		
NIKE 1867549	COM	654106103	508769	5949821	SH	SOLE	4082272	0
NUVASIVE 140000	COM	670704105	2480	145350	SH	SOLE	5350	0
NXSTAGE MEDICAL INC 0 74600	COM	67072V103	1609	77150	SH	SOLE	2550	
OPENTABLE INC 825635	COM	68372A104	116239	2526385	SH	SOLE	1700750	0
PRAXAIR, INC. 1319417	COM	74005P104	397594	4253248	SH	SOLE	2933831	0
PRICELINE.COM INC 0 264321	COM	741503403	357302	794959	SH	SOLE	530638	
QUALCOMM 5978258	COM	747525103	930795	19140342	SH	SOLE	13162084	0
REGENERON PHARMACEUTICALS 1812096 0 947470	COM	75886F107	160607	2759566	SH	SOLE		
SALESFORCE.COM 0 2782083	COM	79466L302	1011410	8850280	SH	SOLE	6068197	
SCHLUMBERGER 0 2569404	COM	806857108	505400	8461402	SH	SOLE	5891998	
SEATTLE GENETICS INC 60200	COM	812578102	1185	62250	SH	SOLE	2050	0
SILICON GRAPHICS INTL CORP 0 129000	COM	82706L108	6453	541370	SH	SOLE	412370	
SOUTHWESTERN ENERGY COMPANY 6238174 0 3135560	COM	845467109	312427	9373734	SH	SOLE		
STARBUCKS 4192041	COM	855244109	466555	12511538	SH	SOLE	8319497	0
VARIAN MEDICAL SYSTEMS 0 54800	COM	92220P105	2955	56650	SH	SOLE	1850	
VERTEX PHARMS 30800	COM	92532F100	1417	31875	SH	SOLE	1075	0
VISA INC 4150823	COM	92826C839	1129060	13171483	SH	SOLE	9020660	0
VIVUS INC	COM	928551100	760	94225	SH	SOLE	3125	0 91100
VOLCANO CORP 77400	COM	928645100	2372	80050	SH	SOLE	2650	0
WW GRAINGER INC 0 864076	COM	384802104	386903	2587286	SH	SOLE	1723210	

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Filing Detail

Search the Next-
Generation EDGAR System

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-12-000002

Filing Date 2012-02-13
 Filing Date Changed 2012-02-13
 Accepted 2012-02-13 17:05:26
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	13G/A (VAR)	var0212.txt	SC 13G/A	4900
	Complete submission text file	0001020066-12-000002.txt		6973

VARIAN MEDICAL SYSTEMS INC (Subject) CIK:
0000203527 (see all company filings)

IRS No.: 942359345 | State of Incorporation: DE | Fiscal Year End: 1001
 Type: SC 13G/A | Act: 34 | File No.: 005-17026 | Film No.: 12600116
 SIC: 3845 Electromedical & Electrotherapeutic Apparatus
 Assistant Director 10

Business Address
 3100 HANSEN WAY
 PALO ALTO CA 94304-1000
 650-424-5834

Mailing Address
 3100 HANSEN WAY
 PALO ALTO CA 94304-1000

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
0001020066 (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-12-000002.txt : 20120213
<SEC-HEADER>0001020066-12-000002.hdr.sgml : 20120213
<ACCEPTANCE-DATETIME>20120213170526
ACCESSION NUMBER: 0001020066-12-000002
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120213
DATE AS OF CHANGE: 20120213

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: VARIAN MEDICAL SYSTEMS INC
CENTRAL INDEX KEY: 0000203527
STANDARD INDUSTRIAL CLASSIFICATION: ELECTROMEDICAL &
ELECTROTHERAPEUTIC APPARATUS [3845]
IRS NUMBER: 942359345
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1001

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-17026
FILM NUMBER: 12600116

BUSINESS ADDRESS:

STREET 1: 3100 HANSEN WAY
CITY: PALO ALTO
STATE: CA
ZIP: 94304-1000
BUSINESS PHONE: 650-424-5834

MAIL ADDRESS:

STREET 1: 3100 HANSEN WAY
CITY: PALO ALTO
STATE: CA
ZIP: 94304-1000

FORMER COMPANY:

FORMER CONFORMED NAME: VARIAN ASSOCIATES INC /DE/
DATE OF NAME CHANGE: 19920703

FORMER COMPANY:

FORMER CONFORMED NAME: VARIAN DELAWARE INC
DATE OF NAME CHANGE: 19761123

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 3)*

Varian Medical Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92220P105

(CUSIP Number)

December 31, 2011

(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)

CUSIP No. 92220P105

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 1,850

6.Shared Voting Power None

7.Sole Dispositive Power 56,650

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 56,650

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 0.05%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Varian Medical Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

3100 Hanson Way
Palo Alto, CA 94304
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

92220P105

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) X An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with

240.13d-1(b)(1)(ii)(F);

- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 56,650
- b. Percent of Class: 0.05%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,850
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 56,650
 - (iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

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Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-12-000003

Filing Date	Period of Report
2012-02-14	2011-12-31
Accepted	Filing Date Changed
2012-02-14 13:00:52	2012-02-14
Documents	Effectiveness Date
1	2012-02-14

Document Format Files

Seq	Description	Document	Type	Size
1	4Q11 SCM 13F-HR	scm4Q11.txt	13F-HR	8393
	Complete submission text file	0001020066-12-000003.txt		9749

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
0001020066 (see all company filings)

 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: **028-05734** | Film No.: 12606834

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-12-000003.txt : 20120214
<SEC-HEADER>0001020066-12-000003.hdr.sgml : 20120214
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ACCESSION NUMBER: 0001020066-12-000003
CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20111231
FILED AS OF DATE: 20120214
DATE AS OF CHANGE: 20120214
EFFECTIVENESS DATE: 20120214

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 12606834

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA February 13, 2011

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 58
 Form13F Information Table Value Total: \$ 17,382,806(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
 MANAGERS SOLE SHARED NONE

NAME OF ISSUER MANAGERS	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN
3D SYSTEMS CORP 82600	COM	88554D205	4700	326410	SH	SOLE	243810	0
ABB LTD ADR 472000	ADR	000375204	34534	1833975	SH	SOLE	1361975	0
ALEXION PHARMACEUTICALS INC 5880829 0 2908420	COM	015351109	628431	8789249	SH	SOLE		
ALLERGAN 2116512	COM	018490102	581407	6626474	SH	SOLE	4509962	0
AMAZON.COM 1722339	COM	023135106	954886	5516385	SH	SOLE	3794046	0
ANSYS INC 46700	COM	03662Q105	10606	185155	SH	SOLE	138455	0
APPLE 1016643	COM	037833100	1305900	3224445	SH	SOLE	2207802	0
ARM HOLDINGS PLC - 0 142300	ADR	042068106	15542	561685	SH	SOLE	419385	
ASML ADR 4070875	ADR	N07059186	547868	13110020	SH	SOLE	9039145	0

ATHENAHEALTH, INC 0 103482	COM	04685W103	13459	274002	SH	SOLE	170520	
BIOGEN IDEC, INC. 18700	COM	09062X103	2127	19325	SH	SOLE	625	0
BIOMARIN PHARMS 165800	COM	09061G101	5894	171450	SH	SOLE	5650	0
C H ROBINSON WORLDWIDE, INC. 2525388 0 1215872	COM	12541W209	261065	3741260	SH	SOLE		
CELGENE	COM	151020104	2552	37750	SH	SOLE	1250	0 36500
CERNER CORP 30100	COM	156782104	1906	31125	SH	SOLE	1025	0
CHARLES SCHWAB 0 9260531	COM	808513105	330743	29373298	SH	SOLE	20112767	
CISCO SYSTEMS 6500	COM	17275R102	253	14000	SH	SOLE	7500	0
COACH, INC. 1864220	COM	189754104	355087	5817288	SH	SOLE	3953068	0
CONCUR TECHNOLOGIES INC 0 47184	COM	206708109	9530	187644	SH	SOLE		140460
CREE INC. 62000	COM	225447101	5501	249600	SH	SOLE	187600	0
DEXCOM INC 148600	COM	252131107	1430	153650	SH	SOLE	5050	0
EDWARDS LIFESCIENCES CORP 0 31900	COM	28176E108	2331	32970	SH	SOLE		1070
F5 NETWORKS INC 0 1608001	COM	315616102	530768	5001582	SH	SOLE	3393581	
FLIR SYSTEMS INC 94200	COM	302445101	9329	372130	SH	SOLE	277930	0
FMC TECHNOLOGIES 0 3497561	COM	30249U101	579262	11090606	SH	SOLE	7593045	
GOOGLE 548431	CL A	38259P508	1137307	1760809	SH	SOLE	1212378	0
HEARTWARE INTERNATIONAL INC 900 0 26550	COM	422368100	1894	27450	SH	SOLE		
ILLUMINA INC 3614255	COM	452327109	337001	11056466	SH	SOLE	7442211	0
INTERCONTINENTAL EXCHANGE 2691945 0 1239936	COM	45865V100	473988	3931881	SH	SOLE		
INTUITIVE SURGICAL 0 461495	COM	46120E602	681074	1470970	SH	SOLE	1009475	
IPG PHOTONICS CORP 0 67600	COM	44980X109	9052	267260	SH	SOLE	199660	
ISHARES TR RUSSELL 1000 GROWTH RUSSELL1000GRW 125255 0 2675		464287614	7393	127930	SH	SOLE		
LAS VEGAS SANDS 0 3766105	COM	517834107	515838	12072031	SH	SOLE	8305926	
MERCADOLIBRE 271300	ADR	58733R102	84021	1056335	SH	SOLE	785035	0
MINDRAY MEDICAL INTL 0 78000	ADR	602675100	2068	80650	SH	SOLE		2650
NATIONAL OILWELL VARCO 5893878 0 2619847	COM	637071101	578848	8513725	SH	SOLE		
NETFLIX INC 666271	COM	64110L106	144142	2080269	SH	SOLE	1413998	0
NETSUITE INC	COM	64118Q107	14821	365500	SH	SOLE	272900	0

92600										
NEW ORIENTAL EDUCATION ADR	ADR	647581107	61667	2564125	SH	SOLE				
1916125	0	648000								
NIKE	COM	654106103	611315	6343414	SH	SOLE	4348152	0		
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NUVASIVE	COM	670704105	1830	145350	SH	SOLE	5350	0		
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NXSTAGE MEDICAL INC	COM	67072V103	1372	77150	SH	SOLE		2550		
0 74600										
OPENTABLE INC	COM	68372A104	98382	2514222	SH	SOLE	1714622	0		
799600										
PRAXAIR, INC.	COM	74005P104	489067	4574991	SH	SOLE	3139507	0		
1435484										
PRICELINE.COM INC	COM	741503403	474247	1013977	SH	SOLE	686929			
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QUALCOMM	COM	747525103	952100	17405858	SH	SOLE	11997268	0		
5408590										
REGENERON PHARMACEUTICALS	COM	75886F107	153452	2768395	SH	SOLE				
1852055	0	916340								
SALESFORCE.COM	COM	79466L302	943562	9299842	SH	SOLE	6393099			
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SCHLUMBERGER	COM	806857108	623076	9121304	SH	SOLE	6304925			
0 2816379										
SEATTLE GENETICS INC	COM	812578102	686	41025	SH	SOLE	1325	0		
39700										
SILICON GRAPHICS INTL CORP	COM	82706L108	8004	698405	SH	SOLE		523705		
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SOUTHWESTERN ENERGY COMPANY	COM	845467109	300015	9393067	SH	SOLE				
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STARBUCKS	COM	855244109	578166	12566098	SH	SOLE	8527444	0		
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STERICYCLE	COM	858912108	1806	23175	SH	SOLE	775	0		
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VARIAN MEDICAL SYSTEMS	COM	92220P105	3803	56650	SH	SOLE		1850		
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VISA INC	COM	92826C839	1408668	13874399	SH	SOLE	9524969	0		
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VOLCANO CORP	COM	928645100	1904	80050	SH	SOLE	2650	0		
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WW GRAINGER INC	COM	384802104	487125	2602303	SH	SOLE	1767726			
0 834577										

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Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - *Statement of acquisition of beneficial ownership by individuals [amend]* SEC Accession No. 0001020066-12-000004

Filing Date 2012-02-14
 Filing Date Changed 2012-02-14
 Accepted 2012-02-14 13:08:26
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	13G/A (CREE) 2.14.12	cree0212.txt	SC 13G/A	4890
	Complete submission text file	0001020066-12-000004.txt		6819

CREE INC (Subject) CIK: 0000895419 (see all company filings)

IRS No.: 561572719 | State of Incorporation: NC | Fiscal Year End: 0624
 Type: SC 13G/A | Act: 34 | File No.: 005-44695 | Film No.: 12606923
 SIC: 3674 Semiconductors & Related Devices
 Assistant Director 10

Business Address
 4600 SILICON DR
 DURHAM NC 27703
 9194075300

Mailing Address
 4600 SILICON DR
 DURHAM NC 27703-8475

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: 0001020066 (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-12-000004.txt : 20120214
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<ACCEPTANCE-DATETIME>20120214130826
ACCESSION NUMBER: 0001020066-12-000004
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120214
DATE AS OF CHANGE: 20120214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: CREE INC
CENTRAL INDEX KEY: 0000895419
STANDARD INDUSTRIAL CLASSIFICATION: SEMICONDUCTORS & RELATED DEVICES

[3674]

IRS NUMBER: 561572719
STATE OF INCORPORATION: NC
FISCAL YEAR END: 0624

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-44695
FILM NUMBER: 12606923

BUSINESS ADDRESS:

STREET 1: 4600 SILICON DR
CITY: DURHAM
STATE: NC
ZIP: 27703
BUSINESS PHONE: 9194075300

MAIL ADDRESS:

STREET 1: 4600 SILICON DR
CITY: DURHAM
STATE: NC
ZIP: 27703-8475

FORMER COMPANY:

FORMER CONFORMED NAME: CREE RESEARCH INC /NC/
DATE OF NAME CHANGE: 19940224

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G/A

<SEQUENCE>1

<FILENAME>cree0212.txt

<DESCRIPTION>13G/A (CREE) 2.14.12

<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT No. 1)*

Cree, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

225447101

(CUSIP Number)

December 31, 2011

(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)

CUSIP No. 225447101

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 187,600

6. Shared Voting Power None

7. Sole Dispositive Power 249,600

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 249,600

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11. Percent of Class Represented by Amount in Row (9) 0.22%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Cree, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

4600 Silicon Drive
Durham, NC 27703
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

225447101

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 249,600
- b. Percent of Class: 0.22%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 187,600
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 249,600
 - (iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-12-000005

Filing Date 2012-02-14
 Filing Date Changed 2012-02-14
 Accepted 2012-02-14 13:30:57
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	13G (FFIV) 2.14.12	ffiv0212.txt	SC 13G	4889
	Complete submission text file	0001020066-12-000005.txt		6856

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

F5 NETWORKS INC (Subject) CIK: [0001048695](#) (see all company filings)

IRS No.: 911714307 | State of Incorpor.: WA | Fiscal Year End: 0930
 Type: SC 13G | Act: 34 | File No.: [005-56407](#) | Film No.: 12607175
 SIC: [3576](#) Computer Communications Equipment
 Assistant Director 3

Business Address
 401 ELLIOT AVE WEST
 STE 500
 SEATTLE WA 98119
 2062725555

Mailing Address
 401 ELLIOT AVE WEST
 STE 500
 SEATTLE WA 98119

<SEC-DOCUMENT>0001020066-12-000005.txt : 20120214
<SEC-HEADER>0001020066-12-000005.hdr.sgml : 20120214
<ACCEPTANCE-DATETIME>20120214133057
ACCESSION NUMBER: 0001020066-12-000005
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120214
DATE AS OF CHANGE: 20120214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: F5 NETWORKS INC
CENTRAL INDEX KEY: 0001048695
STANDARD INDUSTRIAL CLASSIFICATION: COMPUTER COMMUNICATIONS EQUIPMENT

[3576]

IRS NUMBER: 911714307
STATE OF INCORPORATION: WA
FISCAL YEAR END: 0930

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-56407
FILM NUMBER: 12607175

BUSINESS ADDRESS:

STREET 1: 401 ELLIOT AVE WEST
STREET 2: STE 500
CITY: SEATTLE
STATE: WA
ZIP: 98119
BUSINESS PHONE: 2062725555

MAIL ADDRESS:

STREET 1: 401 ELLIOT AVE WEST
STREET 2: STE 500
CITY: SEATTLE
STATE: WA
ZIP: 98119

FORMER COMPANY:

FORMER CONFORMED NAME: F5 LABS INC
DATE OF NAME CHANGE: 19990305

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G

<SEQUENCE>1

<FILENAME>ffiv0212.txt

<DESCRIPTION>13G (FFIV) 2.14.12

<TEXT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

F5 Networks, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

315616102

(CUSIP Number)

December 31, 2011

(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)

CUSIP No. 315616102

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 3,393,581

6.Shared Voting Power None

7.Sole Dispositive Power 5,027,982

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 5,027,982

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11.Percent of Class Represented by Amount in Row (9) 6.33%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

F5 Networks, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

401 Elliott Avenue West
Seattle, WA 98119

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

315616102

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 5,027,982
- b. Percent of Class: 6.33%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 3,393,581
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 5,027,982
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>
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</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-12-000006

Filing Date 2012-02-14
 Filing Date Changed 2012-02-14
 Accepted 2012-02-14 13:36:30
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	13G/A (ILMN) 2.14.12	ilmn0212.txt	SC 13G/A	5044
	Complete submission text file	0001020066-12-000006.txt		6896

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

ILLUMINA INC (Subject) CIK: [0001110803](#) (see all company filings)

IRS No.: 330804655 | State of Incorpor.: DE | Fiscal Year End: 0103
 Type: SC 13G/A | Act: 34 | File No.: [005-60457](#) | Film No.: 12607248
 SIC: [3826](#) Laboratory Analytical Instruments
 Assistant Director 10

Business Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121
 8582024500

Mailing Address
 9885 TOWNE CENTRE
 DRIVE
 SAN DIEGO CA 92121

<SEC-DOCUMENT>0001020066-12-000006.txt : 20120214
<SEC-HEADER>0001020066-12-000006.hdr.sgml : 20120214
<ACCEPTANCE-DATETIME>20120214133630
ACCESSION NUMBER: 0001020066-12-000006
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120214
DATE AS OF CHANGE: 20120214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: ILLUMINA INC
CENTRAL INDEX KEY: 0001110803
STANDARD INDUSTRIAL CLASSIFICATION: LABORATORY ANALYTICAL INSTRUMENTS

[3826]

IRS NUMBER: 330804655
STATE OF INCORPORATION: DE
FISCAL YEAR END: 0103

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-60457
FILM NUMBER: 12607248

BUSINESS ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE
CITY: SAN DIEGO
STATE: CA
ZIP: 92121
BUSINESS PHONE: 8582024500

MAIL ADDRESS:

STREET 1: 9885 TOWNE CENTRE DRIVE
CITY: SAN DIEGO
STATE: CA
ZIP: 92121

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON

STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G/A

<SEQUENCE>1

<FILENAME>ilmn0212.txt

<DESCRIPTION>13G/A (ILMN) 2.14.12

<TEXT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)
(AMENDMENT No. 2)*

Illumina, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

452327109

(CUSIP Number)

December 31, 2011

(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)

CUSIP No. 452327109

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 7,442,211

6.Shared Voting Power None

7.Sole Dispositive Power 11,122,866

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 11,122,866

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11. Percent of Class Represented by Amount in Row (9) 9.16%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Illumina, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

9885 Towne Centre Drive
San Diego, CA 92121
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

452327109

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 11,122,866
- b. Percent of Class: 9.16%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,442,211
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 11,122,866
 - (iv) Shared power to dispose or to direct the disposition None

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:
 [X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>
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Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-12-000007

Filing Date 2012-02-14
 Filing Date Changed 2012-02-14
 Accepted 2012-02-14 13:41:13
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	13G/A (FTI) 2.14.12	fti0212.txt	SC 13G/A	4916
	Complete submission text file	0001020066-12-000007.txt		6760

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)
 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209 703-562-4000	Mailing Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209
---	--

FMC TECHNOLOGIES INC (Subject) CIK: [0001135152](#) (see all company filings)
 IRS No.: 364412642 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-78521](#) | Film No.: 12607301
 SIC: [3533](#) Oil & Gas Field Machinery & Equipment
 Assistant Director 4

Business Address 1803 GEARS ROAD HOUSTON TX 77067 2815914000	Mailing Address 1803 GEARS ROAD HOUSTON TX 77067
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ACCESSION NUMBER: 0001020066-12-000007
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120214
DATE AS OF CHANGE: 20120214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: FMC TECHNOLOGIES INC
CENTRAL INDEX KEY: 0001135152
STANDARD INDUSTRIAL CLASSIFICATION: OIL & GAS FILED MACHINERY &
EQUIPMENT [3533]
IRS NUMBER: 364412642
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-78521
FILM NUMBER: 12607301

BUSINESS ADDRESS:

STREET 1: 1803 GEARS ROAD
CITY: HOUSTON
STATE: TX
ZIP: 77067
BUSINESS PHONE: 2815914000

MAIL ADDRESS:

STREET 1: 1803 GEARS ROAD
CITY: HOUSTON
STATE: TX
ZIP: 77067

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON

STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TYPE>SC 13G/A

<SEQUENCE>1

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<DESCRIPTION>13G/A (FTI) 2.14.12

<TEXT>

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)*

FMC Technologies, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

30249U101

(CUSIP Number)

December 31, 2011

(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)

CUSIP No. 30249U101

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 7,593,045

6.Shared Voting Power None

7.Sole Dispositive Power 11,144,206

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 11,144,206

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11. Percent of Class Represented by Amount in Row (9) 4.68%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

FMC Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1803 Gears Road
Houston, TX 77067
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

30249U101

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 11,144,206
- b. Percent of Class: 4.68%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,593,045
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 11,144,206
 - (iv) Shared power to dispose or to direct the disposition None

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

[X]

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 14, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-12-000009

Filing Date 2012-04-05
 Filing Date Changed 2012-04-05
 Accepted 2012-04-05 09:18:16
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	OPEN 13G/A	open0312.txt	SC 13G/A	4903
	Complete submission text file	0001020066-12-000009.txt		6806

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)
 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209 703-562-4000	Mailing Address SANDS CAPITAL MANAGEMENT, LLC 1101 WILSON BLVD, SUITE 2300 ARLINGTON VA 22209
---	--

OPENTABLE INC (Subject) CIK: [0001125914](#) (see all company filings)
 IRS No.: 943374049 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-84906](#) | Film No.: 12743923
 SIC: [7389](#) Services-Business Services, NEC
 Assistant Director 2 & 3

Business Address 799 MARKET STREET FOURTH FLOOR SAN FRANCISCO CA 94103 (415) 344-4200	Mailing Address 799 MARKET STREET FOURTH FLOOR SAN FRANCISCO CA 94103
--	---

<SEC-DOCUMENT>0001020066-12-000009.txt : 20120405
<SEC-HEADER>0001020066-12-000009.hdr.sgml : 20120405
<ACCEPTANCE-DATETIME>20120405091816
ACCESSION NUMBER: 0001020066-12-000009
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20120405
DATE AS OF CHANGE: 20120405

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: OPENTABLE INC
CENTRAL INDEX KEY: 0001125914
STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-BUSINESS SERVICES, NEC [7389]
IRS NUMBER: 943374049
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-84906
FILM NUMBER: 12743923

BUSINESS ADDRESS:

STREET 1: 799 MARKET STREET
STREET 2: FOURTH FLOOR
CITY: SAN FRANCISCO
STATE: CA
ZIP: 94103
BUSINESS PHONE: (415) 344-4200

MAIL ADDRESS:

STREET 1: 799 MARKET STREET
STREET 2: FOURTH FLOOR
CITY: SAN FRANCISCO
STATE: CA
ZIP: 94103

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<SEQUENCE>1

<FILENAME>open0312.txt

<DESCRIPTION>OPEN 13G/A

<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)*

OpenTable, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

68372A104

(CUSIP Number)

March 31, 2012

(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)

CUSIP No. 68372A104

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 168,055

6. Shared Voting Power None

7. Sole Dispositive Power 213,355

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 213,355

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 0.95%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

OpenTable, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

799 Market Street
Fourth Floor
San Francisco, CA 94103

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

68372A104

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

a. Amount beneficially owned: 213,355

b. Percent of Class: 0.95%

c. Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 168,055

(ii) Shared power to vote or to direct the vote None

(iii) Sole power to dispose or to direct the disposition of 213,355

(iv) Shared power to dispose or to direct the disposition None

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

[X]

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 April 5, 2012

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

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</SEC-DOCUMENT>



Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-12-000011

Filing Date	Period of Report
2012-05-14	2012-03-31
Accepted	Filing Date Changed
2012-05-14 12:47:58	2012-05-14
Documents	Effectiveness Date
1	2012-05-14

Document Format Files

Seq	Description	Document	Type	Size
1		scm1Q12.txt	13F-HR	6502
	Complete submission text file	0001020066-12-000011.txt		7858

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
0001020066 (see all company filings)

 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: **028-05734** | Film No.: 12837536

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-12-000011.txt : 20120514
<SEC-HEADER>0001020066-12-000011.hdr.sgml : 20120514
<ACCEPTANCE-DATETIME>20120514124758
ACCESSION NUMBER: 0001020066-12-000011
CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20120331
FILED AS OF DATE: 20120514
DATE AS OF CHANGE: 20120514
EFFECTIVENESS DATE: 20120514

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 12837536

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<SEQUENCE>1
<FILENAME>scm1Q12.txt
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2012

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA May 14, 2012

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number	Name
----------------------	------

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 42

Form13F Information Table Value Total: \$ 22,336,308(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER

VOTING

AUTHORITY

NAME OF ISSUER

TITLE OF CLASS

CUSIP

(x\$1000)

PRN

AMT PRN

CALL

DSCRETN

MANAGERS

SOLE

SHARED

NONE

AUTHORITY	NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT PRN	CALL	DSCRETN
MANAGERS	SOLE	SHARED	NONE					

	3D SYSTEMS CORP 79100	COM	88554D205	7601	322910	SH	SOLE	243810 0
	ABB LTD ADR 507000	ADR	000375204	34107	1671100	SH	SOLE	1164100 0
	ALEXION PHARMACEUTICALS INC 6283745 0 2867575	COM	015351109	849792	9151320	SH	SOLE	
	ALLERGAN 2111978	COM	018490102	649610	6807193	SH	SOLE	4695215 0
	AMAZON.COM 2138789	COM	023135106	1402334	6924762	SH	SOLE	4785973 0
	ANSYS INC 44400	COM	03662Q105	11889	182855	SH	SOLE	138455 0
	APPLE 1031913	COM	037833100	2002088	3339318	SH	SOLE	2307405 0
	ARM HOLDINGS PLC - 0 135700	ADR	042068106	15703	555085	SH	SOLE	419385
	ASML ADR 4180010	ADR	N07059186	675906	13480384	SH	SOLE	9300374 0
	ATHENAHEALTH, INC	COM	04685W103	227438	3068507	SH	SOLE	2119347

0 949160 BAIDU INC - ADR 16100	ADR	056752108	9404	64515	SH	SOLE	48415	0
BIOMARIN PHARMACEUTICAL INC. 1094200 0 466500	COM	09061G101	53454	1560700	SH	SOLE		
CERNER CORP 1229065	COM	156782104	300693	3948178	SH	SOLE	2719113	0
CHARLES SCHWAB 0 2641520	COM	808513105	112715	7843800	SH	SOLE	5202280	
CISCO SYSTEMS 6500	COM	17275R102	296	14000	SH	SOLE	7500	0
COACH, INC. 1910380	COM	189754104	475521	6153227	SH	SOLE	4242847	0
CONCUR TECHNOLOGIES INC 140460 0 45084	COM	206708109	10647	185544	SH	SOLE		
F5 NETWORKS INC 0 1644471	COM	315616102	712099	5276374	SH	SOLE	3631903	
FLIR SYSTEMS INC 90200	COM	302445101	9317	368130	SH	SOLE	277930	0
FMC TECHNOLOGIES 0 3597071	COM	30249U101	580879	11520806	SH	SOLE	7923735	
GOOGLE 677016	CL A	38259P508	1416412	2208864	SH	SOLE	1531848	0
INTERCONTINENTAL EXCHANGE 2795573 0 1272176	COM	45865V100	558990	4067749	SH	SOLE		
INTUITIVE SURGICAL 0 363176	COM	46120E602	637912	1177502	SH	SOLE	814326	
IPG PHOTONICS CORP 0 64700	COM	44980X109	13760	264360	SH	SOLE	199660	
LAS VEGAS SANDS 0 3894300	COM	517834107	720941	12522863	SH	SOLE	8628563	
MERCADOLIBRE 286100	COM	58733R102	94805	969475	SH	SOLE	683375	0
NATIONAL OILWELL VARCO 5765444 0 2579865	COM	637071101	663202	8345309	SH	SOLE		
NETFLIX INC 1173908	COM	64110L106	436428	3793709	SH	SOLE	2619801	0
NETSUITE INC 88500	COM	64118Q107	18175	361400	SH	SOLE	272900	0
NEW ORIENTAL EDUCATION 1643520 0 676300	ADR	647581107	63702	2319820	SH	SOLE		
NIKE 2049270	CL B	654106103	712175	6567461	SH	SOLE	4518191	0
OPENTABLE INC 45425	COM	68372A104	8634	213355	SH	SOLE	167930	0
PRAXAIR, INC. 1805530	COM	74005P104	668686	5832920	SH	SOLE	4027390	0
PRICELINE.COM INC 0 334046	COM	741503403	767129	1069170	SH	SOLE	735124	
QUALCOMM 5549235	COM	747525103	1223031	17969899	SH	SOLE	12420664	0
REGENERON PHARMACEUTICALS 3958587 0 1808535	COM	75886F107	672562	5767122	SH	SOLE		
SALESFORCE.COM 0 3050355	COM	79466L302	1530700	9906804	SH	SOLE	6856449	
SCHLUMBERGER	COM	806857108	657863	9407444	SH	SOLE	6505919	

0 2901525									
SOUTHWESTERN ENERGY COMPANY	COM	845467109	304059	9936554	SH	SOLE			
6836464 0 310090									
STARBUCKS	COM	855244109	740685	13252557	SH	SOLE	9113477	0	
4139080									
VISA INC	COM	92826C839	1695955	14372499	SH	SOLE	9928817	0	
4443682									
WW GRAINGER INC	COM	384802104	589005	2741983	SH	SOLE	1890288		
0 851695									

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Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-12-000012

Filing Date	Period of Report
2012-08-13	2012-06-30
Accepted	Filing Date Changed
2012-08-13 10:45:52	2012-08-13
Documents	Effectiveness Date
1	2012-08-13

Document Format Files

Seq	Description	Document	Type	Size
1	SCM 2Q12 13F-HR	scm2Q12.txt	13F-HR	6299
	Complete submission text file	0001020066-12-000012.txt		7656

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
0001020066 (see all company filings)

 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: **028-05734** | Film No.: 121026392

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20120630
FILED AS OF DATE: 20120813
DATE AS OF CHANGE: 20120813
EFFECTIVENESS DATE: 20120813

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 121026392

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA August 13, 2012

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 39
 Form13F Information Table Value Total: \$ 22,038,675(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

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 MANAGERS SOLE SHARED NONE

NAME OF ISSUER MANAGERS	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN
3D SYSTEMS CORP 79100	COM	88554D205	11024	322910	SH	SOLE	243810	0
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ALLERGAN 2112453	COM	018490102	666263	7197399	SH	SOLE	5084946	0
AMAZON.COM 2140470	COM	023135106	1673772	7329854	SH	SOLE	5189384	0
ANSYS INC 44200	COM	03662Q105	11527	182655	SH	SOLE	138455	0
APPLE 1028797	COM	037833100	2069926	3544393	SH	SOLE	2515596	0
ARM HOLDINGS PLC - ADR 0 134100	ADR	042068106	13167	553485	SH	SOLE	419385	
ASML ADR 4183720	ADR	N07059186	732893	14253072	SH	SOLE	10069352	0
ATHENAHEALTH, INC 0 943790	COM	04685W103	251601	3177989	SH	SOLE	2234199	

BAIDU INC - ADR 15500	ADR	056752108	10458	90955	SH	SOLE	75455	0
BIOMARIN PHARMACEUTICAL INC. 1121750 0 500500	COM	09061G101	64209	1622250	SH	SOLE		
CERNER CORP 1358380	COM	156782104	384395	4650318	SH	SOLE	3291938	0
CISCO SYSTEMS 6500	COM	17275R102	240	14000	SH	SOLE	7500	0
COACH, INC. 2605527	COM	189754104	517662	8851948	SH	SOLE	6246421	0
CONCUR TECHNOLOGIES INC 178460 0 44784	COM	206708109	15203	223244	SH	SOLE		
F5 NETWORKS INC 0 1364956	COM	315616102	470606	4726856	SH	SOLE	3361900	
FACEBOOK INC - A 0 3463062	CL A	30303M102	362235	11649292	SH	SOLE	8186230	
FMC TECHNOLOGIES 0 3594666	COM	30249U101	479634	12226208	SH	SOLE	8631542	
GOOGLE 705279	CL A	38259P508	1408621	2428364	SH	SOLE	1723085	0
INTERCONTINENTAL EXCHANGE 3041965 0 1272861	COM	45865V100	586730	4314826	SH	SOLE		
INTUITIVE SURGICAL 0 308734	COM	46120E602	585616	1057469	SH	SOLE	748735	
IPG PHOTONICS CORP 0 63900	COM	44980X109	11489	263560	SH	SOLE	199660	
LAS VEGAS SANDS 0 3867085	COM	517834107	578753	13307716	SH	SOLE	9440631	
MERCADOLIBRE 0 407690	ADR	58733R102	107512	1418365	SH	SOLE	1010675	
NATIONAL OILWELL VARCO 6256203 0 2590330	COM	637071101	570071	8846533	SH	SOLE		
NETFLIX INC 1168558	COM	64110L106	270342	3947464	SH	SOLE	2778906	0
NETSUITE INC 87500	COM	64118Q107	22532	411400	SH	SOLE	323900	0
NEW ORIENTAL EDUCATION 1674395 0 726300	ADR	647581107	58817	2400695	SH	SOLE		
NIKE 2050320	COM	654106103	611180	6962632	SH	SOLE	4912312	0
PRAXAIR, INC. 1880774	COM	74005P104	697472	6414718	SH	SOLE	4533944	0
PRICELINE.COM INC 0 331326	COM	741503403	748810	1126843	SH	SOLE	795517	
QUALCOMM 5509452	COM	747525103	1055292	18952799	SH	SOLE	13443347	0
REGENERON PHARMACEUTICALS 4343813 0 1798235	COM	75886F107	701545	6142048	SH	SOLE		
SALESFORCE.COM 0 2992270	COM	79466L302	1422791	10290694	SH	SOLE	7298424	
SCHLUMBERGER 0 2908602	COM	806857108	646948	9966842	SH	SOLE	7058240	
SOUTHWESTERN ENERGY COMPANY 7483074 0 3080110	COM	845467109	337282	10563184	SH	SOLE		
STARBUCKS 3335330	COM	855244109	614678	11528086	SH	SOLE	8192756	0

VISA INC	COM	92826C839	1742380	14093502	SH	SOLE	10002450	0
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WW GRAINGER INC	COM	384802104	557837	2916949	SH	SOLE	2070989	
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Filing Detail

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[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-12-000013

Filing Date	Period of Report
2012-11-13	2012-09-30
Accepted	Filing Date Changed
2012-11-13 11:43:41	2012-11-13
Documents	Effectiveness Date
1	2012-11-13

Document Format Files

Seq	Description	Document	Type	Size
1	3Q 2012 13F-HR	scm3Q12.txt	13F-HR	6337
	Complete submission text file	0001020066-12-000013.txt		7694

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 121197069

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

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CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20120930
FILED AS OF DATE: 20121113
DATE AS OF CHANGE: 20121113
EFFECTIVENESS DATE: 20121113

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 121197069

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA November 13, 2012

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 38
 Form13F Information Table Value Total: \$ 24,316,665(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

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 MANAGERS SOLE SHARED NONE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN
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ALLERGAN 2814874	COM	018490102	911984	9958329	SH	SOLE	7143455	0
AMAZON.COM 2093204	COM	023135106	1905439	7492289	SH	SOLE	5399085	0
ANSYS INC 50500	COM	03662Q105	15710	214035	SH	SOLE	163535	0
APPLE 1003017	COM	037833100	2407605	3609061	SH	SOLE	2606044	0
ARM HOLDINGS PLC - ADR 0 130400	ADR	042068106	15383	549785	SH	SOLE	419385	
ASML HOLDING NV ADR 10556702 0 4098065	ADR	N07059186	786668	14654767	SH	SOLE		
ATHENAHEALTH, INC 0 916760	COM	04685W103	299456	3263110	SH	SOLE	2346350	

BAIDU INC - ADR 15000	ADR	056752108	10573	90455	SH	SOLE	75455	0
BIOMARIN PHARMACEUTICAL INC. 1270500 0 522500	COM	09061G101	72186	1793000	SH	SOLE		
CERNER CORP 2288710	COM	156782104	623307	8054102	SH	SOLE	5765392	0
CISCO SYSTEMS 6500	COM	17275R102	267	14000	SH	SOLE	7500	0
COACH, INC. 2906962	COM	189754104	584368	10431426	SH	SOLE	7524464	0
CONCUR TECHNOLOGIES INC 178460 0 43384	COM	206708109	16357	221844	SH	SOLE		
F5 NETWORKS INC 0 1329546	COM	315616102	502819	4805225	SH	SOLE	3475679	
FACEBOOK INC - A 0 4851013	CL A	30303M102	370641	17111785	SH	SOLE	12260772	
FMC TECHNOLOGIES 0 3510086	COM	30249U101	579543	12517118	SH	SOLE	9007032	
GOOGLE 690917	CL A	38259P508	1874290	2484149	SH	SOLE	1793232	0
INTERCONTINENTAL EXCHANGE 2887149 0 1122776	COM	45865V100	534964	4009925	SH	SOLE		
INTUITIVE SURGICAL 0 304594	COM	46120E602	539092	1087690	SH	SOLE	783096	
IPG PHOTONICS CORP 0 62200	COM	44980X109	15005	261860	SH	SOLE	199660	
ISHARES TR 0	RUSSELL1000GRW	464287614	454	6800	SH	SOLE	6800	0
LAS VEGAS SANDS 0 4594815	COM	517834107	771355	16634796	SH	SOLE	12039981	
MERCADOLIBRE 0 420890	ADR	58733R102	127308	1542190	SH	SOLE	1121300	
NATIONAL OILWELL VARCO 6549452 0 2537805	COM	637071101	727980	9087257	SH	SOLE		
NETSUITE INC 84700	COM	64118Q107	26069	408600	SH	SOLE	323900	0
NIKE 2001055	COM	654106103	677135	7134494	SH	SOLE	5133439	0
PRAXAIR, INC. 1843730	COM	74005P104	683137	6576215	SH	SOLE	4732485	0
PRICELINE.COM INC 0 319507	COM	741503403	706380	1141034	SH	SOLE	821527	
QUALCOMM 5397080	COM	747525103	1214494	19441228	SH	SOLE	14044148	0
REGENERON PHARMACEUTICALS 2771800 0 1062573	COM	75886F107	585355	3834373	SH	SOLE		
SALESFORCE.COM 0 2923230	COM	79466L302	1607154	10525604	SH	SOLE	7602374	
SCHLUMBERGER 0 3260471	COM	806857108	848090	11725291	SH	SOLE	8464820	
SOUTHWESTERN ENERGY COMPANY 7730505 0 2992755	COM	845467109	372955	10723260	SH	SOLE		
STARBUCKS 2916435	COM	855244109	531633	10483782	SH	SOLE	7567347	0
VISA INC 3832310	COM	92826C839	1849549	13773824	SH	SOLE	9941514	0

WW GRAINGER INC
0 820915

COM

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SOLE

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Filing Detail

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Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-13-000001

Filing Date	Period of Report
2013-02-13	2012-12-31
Accepted	Filing Date Changed
2013-02-13 17:00:43	2013-02-13
Documents	Effectiveness Date
1	2013-02-13

Document Format Files

Seq	Description	Document	Type	Size
1	4Q 2012 13F-HR	scm4Q12.txt	13F-HR	6339
	Complete submission text file	0001020066-13-000001.txt		7695

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 13604207

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

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PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20121231
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130213
EFFECTIVENESS DATE: 20130213

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 13604207

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA February 13, 2013

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 38
 Form13F Information Table Value Total: \$ 24,971,645(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

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FORM 13F INFORMATION TABLE

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 MANAGERS SOLE SHARED NONE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN	
MANAGERS	SOLE	SHARED	NONE						
ALEXION PHARMACEUTICALS INC	COM	015351109		757289	8078606	SH		SOLE	
5944565	0	2134041							
ALLERGAN	COM	018490102	1091279	11896641	SH		SOLE	8690873	0
3205768									
AMAZON.COM	COM	023135106	1939354	7730515	SH		SOLE	5655957	0
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ANSYS INC	COM	03662Q105	12629	187535	SH		SOLE	137035	0
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APPLE	COM	037833100	1919609	3607135	SH		SOLE	2641234	0
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ARM HOLDINGS PLC - ADR	SPONSORED ADR	042068106	20611	544845	SH		SOLE		
414245	0	130600							
ASML HOLDING NV ADR	N Y REGISTRY SHS	N07059210	954236	14819627	SH		SOLE		
10777196	0	4042431							
ATHENAHEALTH, INC	COM	04685W103	246807	3367535	SH		SOLE	2465250	
0	902285								
BAIDU INC - ADR	SPON ADR REP A	056752108	7393	73720	SH		SOLE	58720	
0	15000								

BIOMARIN PHARMACEUTICAL INC. 7164138 0 2710590	COM	09061G101	485837	9874728	SH	SOLE		
CERNER CORP 2543933	COM	156782104	726592	9374174	SH	SOLE	6830241	0
CHIPOTLE MEXICAN GRILL INC 1690959 0 615265	COM	169656105	686009	2306224	SH	SOLE		
CISCO SYSTEMS 6500	COM	17275R102	275	14000	SH	SOLE	7500	0
COACH, INC. 2853372	COM	189754104	596153	10739556	SH	SOLE	7886184	0
CONCUR TECHNOLOGIES INC 148960 0 43484	COM	206708109	12994	192444	SH	SOLE		
F5 NETWORKS INC 0 1722176	COM	315616102	631531	6500573	SH	SOLE	4778397	
FACEBOOK INC - A 0 7351317	CL A	30303M102	713350	26797536	SH	SOLE	19446219	
FMC TECHNOLOGIES 0 3488446	COM	30249U101	554822	12954057	SH	SOLE	9465611	
GOOGLE 664386	CL A	38259P508	1761598	2490314	SH	SOLE	1825928	0
INTERCONTINENTAL EXCHANGE 2949230 0 1065821	COM	45865V100	497103	4015051	SH	SOLE		
INTUITIVE SURGICAL 0 305380	COM NEW	46120E602	554838	1131468	SH	SOLE		826088
IPG PHOTONICS CORP 0 62200	COM	44980X109	14454	216860	SH	SOLE	154660	
ISHARES TRUST 0 500	RUSSELL1000GRW	464287614	3614	55186	SH	SOLE	54686	
LAS VEGAS SANDS 0 3758495	COM	517834107	650267	14087237	SH	SOLE	10328742	
MERCADOLIBRE 0 481190	ADR	58733R102	118250	1505410	SH	SOLE	1024220	
NATIONAL OILWELL VARCO 6882018 0 2540860	COM	637071101	644054	9422878	SH	SOLE		
NETSUITE INC 63400	COM	64118Q107	21137	314065	SH	SOLE	250665	0
NIKE 3993206	CL B	654106103	762347	14774160	SH	SOLE	10780954	0
PRAXAIR, INC. 1843900	COM	74005P104	746635	6821699	SH	SOLE	4977799	0
PRICELINE.COM INC 0 312339	COM NEW	741503403	725768	1169858	SH	SOLE	857519	
QUALCOMM 4162265	COM	747525103	953626	15415875	SH	SOLE	11253610	0
REGENERON PHARMACEUTICALS 2369544 0 854325	COM	75886F107	551507	3223869	SH	SOLE		
SALESFORCE.COM 0 2870698	COM	79466L302	1801179	10714926	SH	SOLE	7844228	
SCHLUMBERGER 0 3270301	COM	806857108	842616	12158962	SH	SOLE	8888661	
SOUTHWESTERN ENERGY COMPANY 8076644 0 2934165	COM	845467109	367871	11010809	SH	SOLE		
STARBUCKS 2848405	COM	855244109	578522	10787280	SH	SOLE	7938875	0
VISA INC 3564897	COM CL A	92826C839	2013373	13282579	SH	SOLE	9717682	0

YANDEX NV-A
0 71500

SHS CLASS A N97284108 6116 283945 SH SOLE 212445

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Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000002

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:12:27
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	ATHN 13G (0213)	athn0213.txt	SC 13G	4885
	Complete submission text file	0001020066-13-000002.txt		7078

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G | Act: 34 | File No.: [005-87290](#) | Film No.: 13606672

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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ACCESSION NUMBER: 0001020066-13-000002
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13606672

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

athenahealth Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

04685W103

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 04685W103

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 2,465,250

6.Shared Voting Power None

7.Sole Dispositive Power 3,379,435

8.Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,379,435

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9) 9.32%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

athenahealth Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

311 Arsenal Street
Watertown, MA 02472

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

04685W103

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit

Insurance Act;

- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 3,379,435
- b. Percent of Class: 9.32%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 2,465,250
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 3,379,435
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

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</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000003

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:52:09
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	BMRN 13G (0213)	bmrn0213.txt	SC 13G	4904
	Complete submission text file	0001020066-13-000003.txt		7097

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G | Act: 34 | File No.: [005-87290](#) | Film No.: 13607026

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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ACCESSION NUMBER: 0001020066-13-000003
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607026

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

BioMarin Pharmaceutical Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

09061G101

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 09061G101

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 7,164,138

6.Shared Voting Power None

7.Sole Dispositive Power 9,902,228

8.Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 9,902,228

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9) 8.00%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

BioMarin Pharmaceutical Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

105 Digital Drive
Novato, CA 94949

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

09061G101

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit

Insurance Act;

- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 9,902,228
- b. Percent of Class: 8.00%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,164,138
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 9,902,228
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

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</SEC-DOCUMENT>



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000004

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:52:35
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	CERN 13G (0213)	cern0213.txt	SC 13G	4892
	Complete submission text file	0001020066-13-000004.txt		7085

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066 \(see all company filings\)](#)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066 \(see all company filings\)](#)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G | Act: 34 | File No.: [005-87290](#) | Film No.: 13607032

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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ACCESSION NUMBER: 0001020066-13-000004
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607032

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<SEQUENCE>1

<FILENAME>cern0213.txt

<DESCRIPTION>CERN 13G (0213)

<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Cerner Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

156782104

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 156782104

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 6,830,241

6. Shared Voting Power None

7. Sole Dispositive Power 9,404,374

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 9,404,374

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 5.48%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Cerner Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

2800 Rockcreek Parkway
North Kansas City, Missouri 64117

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

156782104

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 9,404,374
- b. Percent of Class: 5.48%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 6,830,241
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 9,404,374
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer

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</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000005

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:52:56
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	CMG 13G (0213)	cmg0213.txt	SC 13G	4911
	Complete submission text file	0001020066-13-000005.txt		7104

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G | Act: 34 | File No.: [005-87290](#) | Film No.: 13607037

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-13-000005.txt : 20130214
<SEC-HEADER>0001020066-13-000005.hdr.sgml : 20130214
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ACCESSION NUMBER: 0001020066-13-000005
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607037

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<DESCRIPTION>CMG 13G (0213)
<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Chipotle Mexican Grill, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

169656105

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 169656105

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 1,690,959

6. Shared Voting Power None

7. Sole Dispositive Power 2,314,724

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,314,724

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9) 7.35%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Chipotle Mexican Grill, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1401 Wynkoop Street
Suite 500
Denver, CO 80202

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

169656105

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 2,314,724
- b. Percent of Class: 7.35%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,690,959
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 2,314,724
 - (iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

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</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000006

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:53:08
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	FTI 13G (0213)	fti0213.txt	SC 13G	5076
	Complete submission text file	0001020066-13-000006.txt		7269

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G | Act: 34 | File No.: [005-87290](#) | Film No.: 13607039

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-13-000006.txt : 20130214
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ACCESSION NUMBER: 0001020066-13-000006
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607039

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

FMC Technologies, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

30249U101

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 30249U101

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 9,465,611

6.Shared Voting Power None

7.Sole Dispositive Power 12,996,357

8.Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 12,996,357

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11. Percent of Class Represented by Amount in Row (9) 5.47%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

FMC Technologies, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5875 N. Sam Houston Parkway W.
Houston, TX 77086

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

30249U101

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit

Insurance Act;

- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 12,996,357
- b. Percent of Class: 5.47%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 9,465,611
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 12,996,357
 - (iv) Shared power to dispose or to direct the disposition None

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

Not applicable

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

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</SEC-DOCUMENT>



Filing Detail

Search the Next-
Generation EDGAR System

[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)

Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-13-000007

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:53:19
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	ILMN 13G-A (0213)	ilmn0213.txt	SC 13G/A	4856
	Complete submission text file	0001020066-13-000007.txt		7055

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-87290](#) | Film No.: 13607041

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-13-000007.txt : 20130214
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ACCESSION NUMBER: 0001020066-13-000007
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607041

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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<TEXT>

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

PURSUANT TO RULE 13d-2(b)
(Amendment No. 3)*

Illumina, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

452327109

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 452327109

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power None

6.Shared Voting Power None

7.Sole Dispositive Power None

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person None

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11.Percent of Class Represented by Amount in Row (9) 0.00%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Illumina, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5200 Illumina Way
San Diego, CA 92122

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

452327109

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) - Broker or dealer registered under Section 15 of the Act.

(b) - Bank as defined in Section 3(a)(6) of the Act.

(c) - Insurance company as defined in Section 3(a)(19) of the Act.

(d) - Investment company registered under Section 8 of the Investment Company

Act of 1940.

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: None
- b. Percent of Class: 0.00%
- 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 None
 - (iii) Sole power to dispose or to direct the disposition of None
 - (iv) Shared power to dispose or to direct the disposition None

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

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities.

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 of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

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</SEC-DOCUMENT>



Filing Detail

Search the Next-
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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-13-000008

Filing Date 2013-02-13
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:53:30
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	CRM 13G-A (0213)	crm0213.txt	SC 13G/A	5082
	Complete submission text file	0001020066-13-000008.txt		7281

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK: [0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-87290](#) | Film No.: 13607044

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-13-000008.txt : 20130214
<SEC-HEADER>0001020066-13-000008.hdr.sgml : 20130214
<ACCEPTANCE-DATETIME>20130214095330
ACCESSION NUMBER: 0001020066-13-000008
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130213
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607044

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)*

Salesforce.com, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

79466L302

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 79466L302

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 7,844,228

6.Shared Voting Power None

7.Sole Dispositive Power 10,749,826

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 10,749,826

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11.Percent of Class Represented by Amount in Row (9) 7.57%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Salesforce.com, Inc

Item 1(b). Address of Issuer's Principal Executive Offices:

The Landmark at One Market
Suite 300
San Francisco, CA 94105
United States

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

79466L302

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

(a) - Broker or dealer registered under Section 15 of the Act.

- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 10,749,826
- b. Percent of Class: 7.57%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 7,844,228
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 10,749,826
 - (iv) Shared power to dispose or to direct the disposition None

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:

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>



Filing Detail

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Form SC 13G - Statement of acquisition of beneficial ownership by individuals [amend] SEC Accession No. 0001020066-13-000009

Filing Date 2013-02-14
 Filing Date Changed 2013-02-14
 Accepted 2013-02-14 09:53:40
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	FFIV 13G-A (0213)	ffiv0213.txt	SC 13G/A	5039
	Complete submission text file	0001020066-13-000009.txt		7238

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
 Type: SC 13G/A

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

SANDS CAPITAL MANAGEMENT, LLC (Subject) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorporation: DE | Fiscal Year End: 1231
 Type: SC 13G/A | Act: 34 | File No.: [005-87290](#) | Film No.: 13607046

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

<SEC-DOCUMENT>0001020066-13-000009.txt : 20130214
<SEC-HEADER>0001020066-13-000009.hdr.sgml : 20130214
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ACCESSION NUMBER: 0001020066-13-000009
CONFORMED SUBMISSION TYPE: SC 13G/A
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130214
DATE AS OF CHANGE: 20130214

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G/A
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-87290
FILM NUMBER: 13607046

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC

CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:
FORM TYPE: SC 13G/A

BUSINESS ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:
STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:
FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

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

PURSUANT TO RULE 13d-2(b)
(AMENDMENT No. 1)*

F5 Networks, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

315616102

(CUSIP Number)

December 31, 2012

(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)

CUSIP No. 315616102

1.Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2.Check the Appropriate Box if a Member of a Group

- (a)
(b)

3.SEC Use Only

4.Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.Sole Voting Power 4,778,397

6.Shared Voting Power None

7.Sole Dispositive Power 6,523,773

8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 6,523,773

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares[]

11.Percent of Class Represented by Amount in Row (9) 8.25%

12.Type of Reporting Person: IA

Item 1(a). Name of Issuer:

F5 Networks, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

401 Elliott Avenue West
Seattle, WA 98119

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

315616102

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

- a. Amount beneficially owned: 6,523,773
- b. Percent of Class: 8.25%
- c. Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 4,778,397
 - (ii) Shared power to vote or to direct the vote None
 - (iii) Sole power to dispose or to direct the disposition of 6,523,773
 - (iv) Shared power to dispose or to direct the disposition None

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:

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 13, 2013

By: /s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>



Filing Detail

[Search the Next-Generation EDGAR System](#)
[SEC Home](#) » [Search the Next-Generation EDGAR System](#) » [Company Search](#) » [Current Page](#)
Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-13-000010

Filing Date	Period of Report
2013-05-14	2013-03-31
Accepted	Filing Date Changed
2013-05-14 09:26:03	2013-05-14
Documents	Effectiveness Date
1	2013-05-14

Document Format Files

Seq	Description	Document	Type	Size
1	SCM 1Q13 13F	scm1Q13.txt	13F-HR	6413
	Complete submission text file	0001020066-13-000010.txt		7769

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

 IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 13839516

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

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<SEC-HEADER>0001020066-13-000010.hdr.sgml : 20130514
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ACCESSION NUMBER: 0001020066-13-000010
CONFORMED SUBMISSION TYPE: 13F-HR
PUBLIC DOCUMENT COUNT: 1
CONFORMED PERIOD OF REPORT: 20130331
FILED AS OF DATE: 20130514
DATE AS OF CHANGE: 20130514
EFFECTIVENESS DATE: 20130514

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 13F-HR
SEC ACT: 1934 Act
SEC FILE NUMBER: 028-05734
FILM NUMBER: 13839516

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sands Capital Management, LLC
Address: 1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

13F File Number: 28-05734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Hancock
Title: Chief Operating Officer & Chief Compliance Officer
Phone: 703-562-4000

Signature, Place, and Date of Signing:

Robert C. Hancock Arlington, VA May 14, 2013

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Form 13F File Number Name
 28-01190 Russell Investment Co.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
 Form13F Information Table Entry Total: 39
 Form13F Information Table Value Total: \$ 28,233,751(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

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FORM 13F INFORMATION TABLE

VALUE SHARES/ SH/ PUT/ INVSTMT OTHER VOTING

AUTHORITY

NAME OF ISSUER TITLE OF CLASS CUSIP (x\$1000) PRN AMT PRN CALL DSCRETN
 MANAGERS SOLE SHARED NONE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN	AMT	PRN	CALL	DSCRETN	
MANAGERS	SOLE	SHARED	NONE						
ALEXION PHARMACEUTICALS INC 6214726 0 2205610	COM	015351109		775850	8420336	SH		SOLE	
ALLERGAN 3511100	COM	018490102	1426062	12774895	SH		SOLE	9263795	0
AMAZON.COM 2243237	COM	023135106	2194684	8235520	SH		SOLE	5992283	0
ANSYS INC 69500	COM	03662Q105	16816	206535	SH		SOLE	137035	0
APPLE 302654	COM	037833100	512810	1158474	SH		SOLE	855820	0
ARM HOLDINGS PLC - ADR 13117104 0 4660365	SPONSORED ADR	042068106		753231	17777469	SH		SOLE	
ASML HOLDING NV ADR 11620162 0 4574131	N Y REGISTRY SHS	N07059210		1101050	16194293	SH		SOLE	
ATHENAHEALTH, INC 0 952085	COM	04685W103	341857	3522847	SH		SOLE	2570762	
BIOGEN IDEC, INC. 0 994010	COM	09062X103	689254	3578308	SH		SOLE	2584298	

BIOMARIN PHARMACEUTICAL INC. 7800818 0 3150480	COM	09061G101	681828	10951298	SH	SOLE		
CERNER CORP 2790658	COM	156782104	953369	10063003	SH	SOLE	7272345	0
CHIPOTLE MEXICAN GRILL INC 2081423 0 741046	COM	169656105	919758	2822469	SH	SOLE		
CISCO SYSTEMS 6500	COM	17275R102	292	14000	SH	SOLE	7500	0
CONCUR TECHNOLOGIES INC 148960 0 59500	COM	206708109	14313	208460	SH	SOLE		
F5 NETWORKS INC 0 1794968	COM	315616102	605864	6801346	SH	SOLE	5006378	
FACEBOOK INC - A 0 10023662	CL A	30303M102	896184	35034570	SH	SOLE	25010908	
FMC TECHNOLOGIES 0 3806371	COM	30249U101	755522	13890826	SH	SOLE	10084455	
GOOGLE 781177	CL A	38259P508	2290536	2884116	SH	SOLE	2102939	0
GUIDEWIRE SOFTWARE INC 0 54814	COM	40171V100	5897	153400	SH	SOLE	98586	
INTUITIVE SURGICAL 0 341268	COM NEW	46120E602	602988	1227606	SH	SOLE	886338	
IPG PHOTONICS CORP 0 85300	COM	44980X109	15936	239960	SH	SOLE	154660	
LAS VEGAS SANDS 0 4247385	COM	517834107	858598	15236878	SH	SOLE	10989493	
MERCADOLIBRE 0 709090	ADR	58733R102	188291	1949985	SH	SOLE	1240895	
NATIONAL OILWELL VARCO 7365955 0 2833110	COM	637071101	721584	10199065	SH	SOLE		
NETSUITE INC 87100	COM	64118Q107	27041	337765	SH	SOLE	250665	0
NIKE 4390760	CL B	654106103	937490	15886961	SH	SOLE	11496201	0
PRAXAIR, INC. 2008680	COM	74005P104	815517	7311432	SH	SOLE	5302752	0
PRICELINE.COM INC 0 395022	COM NEW	741503403	1023662	1487535	SH	SOLE	1092513	
QUALCOMM 2874930	COM	747525103	677518	10121273	SH	SOLE	7246343	0
REGENERON PHARMACEUTICALS 1283251 0 450645	COM	75886F107	305859	1733896	SH	SOLE		
SALESFORCE.COM 0 3123687	COM	79466L302	2047352	11448596	SH	SOLE	8324909	
SAP AG - ADR 50500	SPON ADR	803054204	12958	160885	SH	SOLE	110385	0
SCHLUMBERGER 0 4019166	COM	806857108	1100009	14688324	SH	SOLE	10669158	
SOUTHWESTERN ENERGY COMPANY 13355240 0 4740760	COM	845467109	674257	18096000	SH	SOLE		
SPLUNK INC 932426	COM	848637104	134966	3371628	SH	SOLE	2439202	0
STARBUCKS 2950395	COM	855244109	642516	11282099	SH	SOLE	8331704	0
ULTA SALON COSMETICS & FRAG I 808277 0 296904	COM	90384S303	89840	1105181	SH	SOLE		

VISA INC	COM CL A	92826C839	2415003	14219280	SH	SOLE	10338408	0
3880872								
YANDEX NV-A	SHS CLASS A	N97284108	7191	310745	SH	SOLE	212445	
0 98300								

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Filing Detail

Search the Next-
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Form SC 13G - Statement of acquisition of beneficial ownership by individuals

SEC Accession No. 0001020066-13-000011

Filing Date 2013-07-09 Filing Date Changed 2013-07-09
 Accepted 2013-07-09 16:14:13
 Documents 1

Document Format Files

Seq	Description	Document	Type	Size
1	ULTA 13G	ulta0713.txt	SC 13G	4931
	Complete submission text file	0001020066-13-000011.txt		6842

SANDS CAPITAL MANAGEMENT, LLC (Filed by) CIK: 0001020066 (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
 Type: SC 13G

Business Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209
 703-562-4000

Mailing Address
 SANDS CAPITAL
 MANAGEMENT, LLC
 1101 WILSON BLVD,
 SUITE 2300
 ARLINGTON VA 22209

Ulta Salon, Cosmetics & Fragrance, Inc. (Subject) CIK: 0001403568 (see all company filings)

IRS No.: 363685240 | State of Incorpor.: DE | Fiscal Year End: 0203
 Type: SC 13G | Act: 34 | File No.: 005-83683 | Film No.: 13959832
 SIC: 5990 Retail-Retail Stores, NEC
 Assistant Director 2

Business Address
 1000 REMINGTON BLVD
 SUITE 120
 BOLINGBROOK IL 60440
 (630) 410-4800

Mailing Address
 1000 REMINGTON BLVD
 SUITE 120
 BOLINGBROOK IL 60440

<SEC-DOCUMENT>0001020066-13-000011.txt : 20130709
<SEC-HEADER>0001020066-13-000011.hdr.sgml : 20130709
<ACCEPTANCE-DATETIME>20130709161413
ACCESSION NUMBER: 0001020066-13-000011
CONFORMED SUBMISSION TYPE: SC 13G
PUBLIC DOCUMENT COUNT: 1
FILED AS OF DATE: 20130709
DATE AS OF CHANGE: 20130709

SUBJECT COMPANY:

COMPANY DATA:

COMPANY CONFORMED NAME: Ulta Salon, Cosmetics & Fragrance, Inc.
CENTRAL INDEX KEY: 0001403568
STANDARD INDUSTRIAL CLASSIFICATION: RETAIL-RETAIL STORES, NEC [5990]
IRS NUMBER: 363685240
STATE OF INCORPORATION: DE
FISCAL YEAR END: 0203

FILING VALUES:

FORM TYPE: SC 13G
SEC ACT: 1934 Act
SEC FILE NUMBER: 005-83683
FILM NUMBER: 13959832

BUSINESS ADDRESS:

STREET 1: 1000 REMINGTON BLVD
STREET 2: SUITE 120
CITY: BOLINGBROOK
STATE: IL
ZIP: 60440
BUSINESS PHONE: (630) 410-4800

MAIL ADDRESS:

STREET 1: 1000 REMINGTON BLVD
STREET 2: SUITE 120
CITY: BOLINGBROOK
STATE: IL
ZIP: 60440

FILED BY:

COMPANY DATA:

COMPANY CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LLC
CENTRAL INDEX KEY: 0001020066
IRS NUMBER: 202830751
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: SC 13G

BUSINESS ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300

CITY: ARLINGTON
STATE: VA
ZIP: 22209
BUSINESS PHONE: 703-562-4000

MAIL ADDRESS:

STREET 1: SANDS CAPITAL MANAGEMENT, LLC
STREET 2: 1101 WILSON BLVD, SUITE 2300
CITY: ARLINGTON
STATE: VA
ZIP: 22209

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT, LP
DATE OF NAME CHANGE: 20051024

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT
DATE OF NAME CHANGE: 20050804

FORMER COMPANY:

FORMER CONFORMED NAME: SANDS CAPITAL MANAGEMENT INC
DATE OF NAME CHANGE: 19990317

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Ulta Salon, Cosmetics & Fragrance, Inc.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

90384S303

(CUSIP Number)

June 30, 2013

(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)

CUSIP No. 90384S303

1. Names of Reporting Persons.

Sands Capital Management, LLC

I.R.S. Identification Nos. of above persons (entities only).

20-2830751

2. Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power 5,392,576

6. Shared Voting Power None

7. Sole Dispositive Power 7,271,153

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 7,271,153

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9) 11.40%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

Ulta Salon, Cosmetics & Fragrance, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1000 Remington Blvd., Suite 120
Bolingbrook, Illinois 60440

Item 2(a). Name of Person Filing

Sands Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if None, Residence

1101 Wilson Blvd.
Suite 2300
Arlington, VA 22209

Item 2(c). Citizenship

Delaware, United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

90384S303

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

a. Amount beneficially owned: 7,271,153

b. Percent of Class: 11.40%

c. Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 5,392,576

(ii) Shared power to vote or to direct the vote None

(iii) Sole power to dispose or to direct the disposition of 7,271,153

(iv) Shared power to dispose or to direct the disposition None

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:

[X]

Securities reported on this Schedule 13G are beneficially owned by clients of Sands Capital Management, LLC. Sands Capital Management, LLC clients may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of 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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary

course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 July, 9 2013

By:/s/ Robert C. Hancock

Robert C. Hancock

Title: Chief Operating Officer & Chief Compliance Officer

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</SEC-DOCUMENT>



Filing Detail

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Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-13-000022

Filing Date	Period of Report
2013-08-14	2013-06-30
Accepted	Filing Date Changed
2013-08-14 17:19:46	2013-08-14
Documents	Effectiveness Date
2	2013-08-14

Document Format Files

Seq	Description	Document	Type	Size
1		primary_doc.html	13F-HR	
1		primary_doc.xml	13F-HR	2213
2		scm2Q13.html	INFORMATION TABLE	
2		scm2Q13.xml	INFORMATION TABLE	18382
	Complete submission text file	0001020066-13-000022.txt		22163

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 131037692

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL

OMB Number: 3235-0006
Expires: July 31, 2015
Estimated average burden
hours per response: 23.8

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN AMT	SH/ CALL	PUT/ DISCRETION			SOLE	SHARED	NONE
ALEXION PHARMACEUTICALS INC	COM	015351109	777,082	8,424,567	SH		SOLE	N/A	6,254,627	0	2,169,940
ALLERGAN INC	COM	018490102	808,617	9,598,964	SH		SOLE	N/A	6,910,369	0	2,688,595
AMAZON COM INC	COM	023135106	2,321,290	8,359,285	SH		SOLE	N/A	6,088,544	0	2,270,741
ANSYS INC	COM	03662Q105	15,639	213,935	SH		SOLE	N/A	137,035	0	76,900
ARM HLDGS PLC	SPONSORED ADR	042068106	651,762	17,989,557	SH		SOLE	N/A	13,294,911	0	4,694,646
ASML HOLDING NV	N Y REGISTRY SHS	N07059210	1,318,577	16,667,634	SH		SOLE	N/A	11,940,925	0	4,726,709
ATHENAHEALTH INC	COM	04685W103	300,698	3,548,897	SH		SOLE	N/A	2,600,787	0	948,110
BAIDU INC	SPON ADR REP A	056752108	874,435	9,243,497	SH		SOLE	N/A	6,551,948	0	2,691,549
BIOGEN IDEC, INC	COM	09062X103	982,586	4,565,921	SH		SOLE	N/A	3,316,023	0	1,249,898

BIOMARIN PHARMACEUTICAL INC	COM	09061G101	632,388	11,345,317	SH	SOLE	N/A	8,063,862	0	3,281,455
CERNER CORP	COM	156782104	982,869	10,228,625	SH	SOLE	N/A	7,397,417	0	2,831,208
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1,026,103	2,816,255	SH	SOLE	N/A	2,088,346	0	727,909
CISCO SYS INC	COM	17275R102	341	14,000	SH	SOLE	N/A	7,500	0	6,500
CONCUR TECHNOLOGIES INC	COM	206708109	17,518	215,260	SH	SOLE	N/A	148,960	0	66,300
F5 NETWORKS INC	COM	315616102	327,351	4,758,008	SH	SOLE	N/A	3,537,002	0	1,221,006
FACEBOOK INC	CL A	30303M102	888,838	35,724,981	SH	SOLE	N/A	25,599,819	0	10,125,162
FMC TECHNOLOGIES INC	COM	30249U101	784,947	14,097,468	SH	SOLE	N/A	10,250,322	0	3,847,146
GOOGLE INC	CL A	38259P508	2,444,334	2,776,485	SH	SOLE	N/A	2,033,548	0	742,937
GUIDEWIRE SOFTWARE INC	COM	40171V100	12,764	303,535	SH	SOLE	N/A	210,635	0	92,900
INTUITIVE SURGICAL INC	COM NEW	46120E602	634,438	1,253,508	SH	SOLE	N/A	904,398	0	349,110
IPG PHOTONICS CORP	COM	44980X109	15,156	249,560	SH	SOLE	N/A	154,660	0	94,900
LAS VEGAS SANDS CORP	COM	517834107	827,101	15,626,321	SH	SOLE	N/A	11,255,901	0	4,370,420
MERCADOLIBRE INC	ADR	58733R102	208,500	1,934,855	SH	SOLE	N/A	1,217,265	0	717,590
NATIONAL OILWELL VARCO INC	COM	637071101	719,613	10,444,314	SH	SOLE	N/A	7,549,599	0	2,894,715
NETSUITE INC	COM	64118Q107	27,216	296,665	SH	SOLE	N/A	199,665	0	97,000
NIKE INC	CL B	654106103	1,223,326	19,210,521	SH	SOLE	N/A	13,970,306	0	5,240,215
PRAXAIR INC	COM	74005P104	855,381	7,427,764	SH	SOLE	N/A	5,390,834	0	2,036,930
PRICELINE COM INC	COM NEW	741503403	1,235,195	1,494,181	SH	SOLE	N/A	1,102,129	0	392,052
QUALCOMM INC	COM	747525103	12,654	207,135	SH	SOLE	N/A	180,535	0	26,600
REGENERON PHARMACEUTICALS	COM	75886F107	705,852	3,138,793	SH	SOLE	N/A	2,331,671	0	807,122
SALESFORCE COM INC	COM	79466L302	1,784,685	46,743,984	SH	SOLE	N/A	33,978,611	0	12,765,373

SAP AG	SPON ADR	803054204	14,106	193,685	SH	SOLE	N/A	137,385	0	56,300
SCHLUMBERGER LTD	COM	806857108	1,073,914	14,986,234	SH	SOLE	N/A	10,887,302	0	4,098,932
SOUTHWESTERN ENERGY CO	COM	845467109	661,326	18,103,650	SH	SOLE	N/A	13,427,215	0	4,676,435
SPLUNK INC	COM	848637104	397,560	8,575,488	SH	SOLE	N/A	6,312,663	0	2,262,825
STARBUCKS CORP	COM	855244109	738,234	11,269,026	SH	SOLE	N/A	8,362,566	0	2,906,460
ULTA SALON COSMETCS AND FRAGI	COM	90384S303	725,192	7,243,227	SH	SOLE	N/A	5,392,576	0	1,850,651
VISA INC	COM CL A	92826C839	2,639,919	14,445,520	SH	SOLE	N/A	10,509,979	0	3,935,541
YANDEX N V	SHS CLASS A	N97284108	8,888	321,445	SH	SOLE	N/A	212,445	0	109,000



Filing Detail

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Form 13F-HR - Quarterly report filed by institutional managers, Holdings

SEC Accession No. 0001020066-13-000025

Filing Date	Period of Report
2013-11-14	2013-09-30
Accepted	Filing Date Changed
2013-11-14 15:24:27	2013-11-14
Documents	Effectiveness Date
2	2013-11-14

Document Format Files

Seq	Description	Document	Type	Size
1		primary_doc.html	13F-HR	
1		primary_doc.xml	13F-HR	2213
2	SCM 3Q13 13F	scm3Q13.html	INFORMATION TABLE	
2	SCM 3Q13 13F	scm3Q13.xml	INFORMATION TABLE	19778
	Complete submission text file	0001020066-13-000025.txt		23585

SANDS CAPITAL MANAGEMENT, LLC (Filer) CIK:
[0001020066](#) (see all company filings)

IRS No.: 202830751 | State of Incorpor.: DE | Fiscal Year End: 1231
Type: 13F-HR | Act: 34 | File No.: [028-05734](#) | Film No.: 131219515

Business Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209
703-562-4000

Mailing Address
SANDS CAPITAL
MANAGEMENT, LLC
1101 WILSON BLVD,
SUITE 2300
ARLINGTON VA 22209

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL

OMB Number: 3235-0006
Expires: July 31, 2015
Estimated average burden
hours per response: 23.8

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8 VOTING AUTHORITY		
				SHRS OR PRN AMT	SH/ CALL	PUT/ DISCRETION			SOLE	SHARED	NONE
ALEXION PHARMACEUTICALS INC	COM	015351109	875,893	7,540,405	SH		SOLE	N/A	5,560,804	0	1,979,601
ALLERGAN INC	COM	018490102	671,385	7,422,715	SH		SOLE	N/A	5,466,411	0	1,956,304
AMAZON COM INC	COM	023135106	2,424,134	7,753,755	SH		SOLE	N/A	5,520,580	0	2,233,175
ANSYS INC	COM	03662Q105	12,022	138,945	SH		SOLE	N/A	94,345	0	44,600
ARM HLDGS PLC	SPONSORED ADR	042068106	980,813	20,382,657	SH		SOLE	N/A	15,007,801	0	5,374,856
ASML HOLDING NV	N Y REGISTRY SHS	N07059210	1,644,053	16,646,949	SH		SOLE	N/A	11,616,900	0	5,030,049
ATHENAHEALTH INC	COM	04685W103	377,033	3,472,394	SH		SOLE	N/A	2,530,744	0	941,650
BAIDU INC	SPON ADR REP A	056752108	2,154,097	13,881,278	SH		SOLE	N/A	9,756,187	0	4,125,091
BIOGEN IDEC, INC	COM	09062X103	1,115,981	4,635,241	SH		SOLE	N/A	3,288,076	0	1,347,165

BIOMARIN PHARMACEUTICAL INC	COM	09061G101	741,100	10,268,812	SH	SOLE	N/A	7,018,001	0	3,250,811
CERNER CORP	COM	156782104	950,130	18,080,498	SH	SOLE	N/A	12,697,988	0	5,382,510
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1,191,725	2,779,209	SH	SOLE	N/A	2,047,175	0	732,034
CISCO SYS INC	COM	17275R102	328	14,000	SH	SOLE	N/A	7,500	0	6,500
CONCUR TECHNOLOGIES INC	COM	206708109	14,513	131,340	SH	SOLE	N/A	100,240	0	31,100
E2OPEN INC	COM	29788A104	10,037	448,100	SH	SOLE	N/A	288,417	0	159,683
F5 NETWORKS INC	COM	315616102	8,324	97,010	SH	SOLE	N/A	69,710	0	27,300
FACEBOOK INC	CL A	30303M102	1,769,413	35,226,219	SH	SOLE	N/A	24,216,137	0	11,010,082
FMC TECHNOLOGIES INC	COM	30249U101	791,798	14,287,224	SH	SOLE	N/A	10,143,203	0	4,144,021
GOOGLE INC	CL A	38259P508	2,263,753	2,584,458	SH	SOLE	N/A	1,848,609	0	735,849
GUIDEWIRE SOFTWARE INC	COM	40171V100	16,531	350,895	SH	SOLE	N/A	249,295	0	101,600
INTUITIVE SURGICAL INC	COM NEW	46120E602	617,063	1,639,948	SH	SOLE	N/A	1,163,231	0	476,717
IPG PHOTONICS CORP	COM	44980X109	13,364	237,160	SH	SOLE	N/A	154,660	0	82,500
LAS VEGAS SANDS CORP	COM	517834107	1,068,865	16,092,520	SH	SOLE	N/A	11,224,404	0	4,868,116
LINKEDIN CORP	COM CL A	53578A108	285,788	1,161,455	SH	SOLE	N/A	852,632	0	308,823
MERCADOLIBRE INC	ADR	58733R102	301,815	2,237,155	SH	SOLE	N/A	1,286,165	0	950,990
MONSANTO CO NEW	COM	61166W101	1,064,623	10,200,468	SH	SOLE	N/A	7,088,961	0	3,111,507
NATIONAL OILWELL VARCO INC	COM	637071101	793,196	10,154,854	SH	SOLE	N/A	7,186,801	0	2,968,053
NETSUITE INC	COM	64118Q107	30,727	284,665	SH	SOLE	N/A	199,665	0	85,000
NIKE INC	CL B	654106103	1,376,255	18,946,246	SH	SOLE	N/A	13,501,291	0	5,444,955
PRICELINE COM INC	COM NEW	741503403	1,659,729	1,641,752	SH	SOLE	N/A	1,178,159	0	463,593
QUALCOMM INC	COM	747525103	10,367	154,000	SH	SOLE	N/A	154,000	0	0
REGENERON PHARMACEUTICALS	COM	75886F107	1,181,822	3,777,357	SH	SOLE	N/A	2,694,362	0	1,082,995

SALESFORCE COM INC	COM	79466L302	2,335,951	45,000,023	SH	SOLE	N/A	31,857,025	0	13,142,998
SAP AG	SPON ADR	803054204	13,785	186,485	SH	SOLE	N/A	137,385	0	49,100
SCHLUMBERGER LTD	COM	806857108	1,344,580	15,217,069	SH	SOLE	N/A	10,782,047	0	4,435,022
SCHWAB CHARLES CORP NEW	COM	808513105	382,867	18,111,019	SH	SOLE	N/A	12,468,863	0	5,642,156
SOUTHWESTERN ENERGY CO	COM	845467109	649,844	17,862,671	SH	SOLE	N/A	13,154,586	0	4,708,085
SPLUNK INC	COM	848637104	507,198	8,447,674	SH	SOLE	N/A	6,188,239	0	2,259,435
STARBUCKS CORP	COM	855244109	650,875	8,456,213	SH	SOLE	N/A	6,231,133	0	2,225,080
ULTA SALON COSMETCS AND FRAGI	COM	90384S303	896,990	7,508,710	SH	SOLE	N/A	5,530,903	0	1,977,807
VISA INC	COM CL A	92826C839	2,618,816	13,703,902	SH	SOLE	N/A	9,764,697	0	3,939,205
YANDEX N V	SHS CLASS A	N97284108	14,129	387,950	SH	SOLE	N/A	264,450	0	123,500



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Baidu, Inc. CIK#: 0001329099 (see all company filings)

SIC: 7370 - SERVICES-COMPUTER PROGRAMMING, DATA PROCESSING, ETC.
 State location: F4 | State of Inc.: E9 | Fiscal Year End: 1231
 formerly: Baidu.com, Inc. (filings through 2008-12-12)
 (Assistant Director Office: 3)

Business Address
 BAIDU CAMPUS, NO. 10
 SHANGDI 10TH STREET
 HAIDIAN DISTRICT
 BEIJING F4 100085
 (86-10) 5992 8888

Mailing Address
 BAIDU CAMPUS, NO. 10
 SHANGDI 10TH STREET
 HAIDIAN DISTRICT
 BEIJING F4 100085

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					<input type="button" value="Show All"/>

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Filings	Format	Description	Filing Date	File/Film Number
UPLOAD	Documents	[Cover] SEC-generated letter Acc-no: 0000000000-10-046603 Size: 108 KB	2010-08-13	
6-K	Documents	Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-067501 (34 Act) Size: 115 KB	2010-07-23	000-51469 10966083
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0000895421-10-000570 (34 Act) Size: 13 KB	2010-07-12	005-81049 10948362
424B3	Documents	Prospectus [Rule 424(b)(3)] Acc-no: 0001201935-10-000030 (33 Act) Size: 57 KB	2010-05-17	333-126546 10838389
424B3	Documents	Prospectus [Rule 424(b)(3)] Acc-no: 0001201935-10-000028 (33 Act) Size: 57 KB	2010-05-10	333-126546 10816561
424B3	Documents	Prospectus [Rule 424(b)(3)] Acc-no: 0001201935-10-000027 (33 Act) Size: 57 KB	2010-05-06	333-126546 10805472
6-K	Documents	Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-039926 (34 Act) Size: 116 KB	2010-04-29	000-51469 10778715
		Annual and transition report of foreign private issuers [Sections 13 or 15(d)]		000-51469

20-F	Documents	Interactive Data	Acc-no: 0000950123-10-028511 (34 Act) Size: 4 MB	2010-03-26	10706131
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-019801 (34 Act) Size: 15 KB	2010-03-02	000-51469 10647714
SC 13G/A	Documents		[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001172661-10-000213 (34 Act) Size: 8 KB	2010-02-16	005-81049 10609520
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0000315066-10-001454 (34 Act) Size: 12 KB	2010-02-16	005-81049 10604452
SC 13G/A	Documents		[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0000895421-10-000339 (34 Act) Size: 13 KB	2010-02-12	005-81049 10597005
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0000080255-10-000047 (34 Act) Size: 10 KB	2010-02-11	005-81049 10592329
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001193125-10-027386 (34 Act) Size: 53 KB	2010-02-11	005-81049 10589018
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-010716 (34 Act) Size: 158 KB	2010-02-10	000-51469 10586144
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001088875-10-000001 (34 Act) Size: 11 KB	2010-02-08	005-81049 10579827
SC 13G/A	Documents		[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0000950123-10-009650 (34 Act) Size: 58 KB	2010-02-08	005-81049 10578805
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-006397 (34 Act) Size: 16 KB	2010-01-29	000-51469 10555672
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-003125 (34 Act) Size: 12 KB	2010-01-19	000-51469 10531833
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-10-001490 (34 Act) Size: 13 KB	2010-01-11	000-51469 10518963
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-09-053385 (34 Act) Size: 104 KB	2009-10-27	000-51469 091137986
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0000950123-09-025030 (34 Act) Size: 93 KB	2009-07-24	000-51469 09960607
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0001145549-09-000690 (34 Act) Size: 107 KB	2009-04-28	000-51469 09774476
S-8	Documents		Securities to be offered to employees in employee benefit plans Acc-no: 0001145549-09-000643 (33 Act) Size: 52 KB	2009-04-22	333-158678 09762736
20-F	Documents		Annual and transition report of foreign private issuers [Sections 13 or 15(d)] Acc-no: 0000950144-09-003054 (34 Act) Size: 1 MB	2009-04-09	000-51469 09741604
SC 13G	Documents		Statement of acquisition of beneficial ownership by individuals Acc-no: 0001171520-09-000115 (34 Act) Size: 64 KB	2009-02-24	005-81049 09629780
6-K	Documents		Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0001145549-09-000306 (34 Act) Size: 140 KB	2009-02-19	000-51469 09620063
			[Amend] Statement of acquisition of beneficial ownership by individuals		005-81049

SC 13G/A	Documents	Acc-no: 0000895421-09-000231 (34 Act) Size: 13 KB	2009-02-17	09612647
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0000895421-09-000178 (34 Act) Size: 13 KB	2009-02-17	005-81049 09610152
SC 13G	Documents	Statement of acquisition of beneficial ownership by individuals Acc-no: 0000919574-09-003496 (34 Act) Size: 178 KB	2009-02-17	005-81049 09609497
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001362310-09-001998 (34 Act) Size: 27 KB	2009-02-13	005-81049 09603099
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001145549-09-000189 (34 Act) Size: 69 KB	2009-02-10	005-81049 09582832
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001047469-09-000804 (34 Act) Size: 19 KB	2009-02-09	005-81049 09578451
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0000019617-09-000128 (34 Act) Size: 36 KB	2009-01-16	005-81049 09531885
S-8 POS	Documents	Securities to be offered to employees in employee benefit plans, post-effective amendments Acc-no: 0001145549-09-000028 (33 Act) Size: 95 KB	2009-01-08	333-129374 09514416
424B3	Documents	Prospectus [Rule 424(b)(3)] Acc-no: 0001201935-09-000004 (33 Act) Size: 57 KB	2009-01-05	333-126546 09503766
6-K	Documents	Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0001145549-08-002077 (34 Act) Size: 320 KB	2008-12-17	000-51469 081253779
SC 13G/A	Documents	[Amend] Statement of acquisition of beneficial ownership by individuals Acc-no: 0001166588-08-000042 (34 Act) Size: 21 KB	2008-12-16	005-81049 081251576
6-K	Documents	Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0001145549-08-002069 (34 Act) Size: 14 KB	2008-12-12	000-51469 081244803
6-K	Documents	Report of foreign issuer [Rules 13a-16 and 15d-16] Acc-no: 0001145549-08-002015 (34 Act) Size: 686 KB	2008-11-25	000-51469 081212048

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
or
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009.
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report

Commission file number: 000-51469

Baidu, Inc.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

Baidu Campus

No. 10 Shangdi 10th Street
Haidian District, Beijing 100085
The People's Republic of China
(Address of principal executive offices)

Jennifer Li, Chief Financial Officer

Telephone: (86 10) 5992-8888
Email: jenniferli@baidu.com
Facsimile: (86 10) 5992-0000

Baidu Campus

No. 10 Shangdi 10th Street,
Haidian District, Beijing 100085
The People's Republic of China

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
Class A ordinary shares, par value US\$0.00005
per share

Name of Each Exchange on Which Registered
The NASDAQ Stock Market LLC*
(The NASDAQ Global Select Market)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

26,298,960 Class A ordinary shares and 8,454,332 Class B ordinary shares, par value US\$0.00005 per share, as of December 31, 2009.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18 If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

* Not for trading, but only in connection with the listing on The NASDAQ Global Select Market of American depositary shares each representing one Class A ordinary share.

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[EX-101 DEFINITION LINKBASE DOCUMENT](#)

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INTRODUCTION

In this annual report, except where the context otherwise requires and for purposes of this annual report only

- “we,” “us,” “our company,” “our,” and “Baidu” refer to Baidu, Inc., its subsidiaries, and, in the context of describing our operations and consolidated financial information, also include Baidu Netcom Science Technology Co., Ltd., Beijing Perusal Technology Co., Ltd. and BaiduPay Science and Technology Co., Ltd., our consolidated affiliated entities in China;
- “user traffic” or “traffic” refers generally to page views and the reach of a website. When used in the context of Alexa.com website traffic rankings, “user traffic” refers to a combined measure of the “page views” and the “reach” of a website averaged over a specified period of time, according to Alexa.com. Page views measure the number of web pages viewed by Internet users over a specified period of time except that multiple page views of the same page viewed by the same user on the same day are counted only once; reach measures the number of Internet users and is typically expressed as the percentage of all Internet users who visit a given website;
- “China” or “PRC” refers to the People’s Republic of China, and solely for the purpose of this annual report, excluding Taiwan, Hong Kong and Macau;
- “shares” or “ordinary shares” refers to our ordinary shares, which include both Class A ordinary shares and Class B ordinary shares; “preferred shares” refers to our preferred shares, none of which is issued and outstanding;
- “ADSs” refers to our American depository shares, each of which represents one Class A ordinary share;
- “U.S. GAAP” refers to generally accepted accounting principles in the United States;
- all references to “RMB” or “Renminbi” are to the legal currency of China and all references to “\$,” “dollars,” “US\$” and “U.S. dollars” are to the legal currency of the United States; and
- all discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

FORWARD-LOOKING INFORMATION

This annual report on Form 20-F contains statements of a forward-looking nature. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “plan,” “believe,” “is/are likely to” or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to

- our growth strategies;
- our future business development, results of operations and financial condition;
- our ability to attract and retain users and customers;
- our ability to successfully expand into and generate profits from our planned new Internet businesses;
- our ability to retain key personnel and attract new talents;
- the outcome of ongoing or any future litigation, including those relating to copyright or other intellectual property rights;
- competition in the Chinese language and Japanese language Internet search markets;
- the expected growth of the Chinese language Internet search market and the number of Internet and broadband users in China;

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- PRC governmental regulations and policies relating to the Internet and Internet search providers; and
- development of PRC tax law reforms that may have uncertain implications on high and new technology companies.

We would like to caution you not to place undue reliance on forward-looking statements and you should read these statements in conjunction with the risk factors disclosed in “Item 3.D. Key Information — Risk Factors.” Those risks are not exhaustive. We operate in an emerging and evolving environment. New risk factors emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law.

PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

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Item 3. Key Information

A. Selected Financial Data

The following table presents the selected consolidated financial information for our company. The selected consolidated statements of income data for the three years ended December 31, 2007, 2008 and 2009 and the consolidated balance sheet data as of December 31, 2008 and 2009 have been derived from our audited consolidated financial statements, which are included in this annual report beginning on page F-1. The selected consolidated balance sheet data for the year ended December 31, 2007 have been derived from our audited consolidated balance sheet as of December 31, 2007, which is not included in this annual report. The selected consolidated statements of income data for the years ended December 31, 2005 and 2006 and the selected consolidated balance sheet data as of December 31, 2005 and 2006 have been derived from our audited consolidated financial statements for the years ended December 31, 2005 and 2006, which are not included in this annual report. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and related notes and “Item 5. Operating and Financial Review and Prospects” below. Our audited consolidated financial statements are prepared and presented in accordance with U.S. GAAP.

	For the Year Ended December 31,					
	2005	2006	2007	2008	2009	
	RMB	RMB	RMB	RMB	RMB	US\$
(In thousands except per share and per ADS data)						
Consolidated Statements of Income Data:						
Revenues						
Online marketing services	307,363	828,484	1,741,021	3,194,461	4,445,310	651,242
Other services	11,852	9,354	3,404	3,791	2,466	361
Total revenues	319,215	837,838	1,744,425	3,198,252	4,447,776	651,603
Operating costs and expenses						
Cost of revenues	(104,401)	(245,489)	(645,406)	(1,155,457)	(1,616,236)	(236,780)
Selling, general and administrative	(134,771)	(250,240)	(411,163)	(659,804)	(803,988)	(117,785)
Research and development	(44,200)	(79,231)	(140,702)	(286,256)	(422,615)	(61,913)
Total operating costs and expenses	(283,372)	(574,960)	(1,197,271)	(2,101,517)	(2,842,839)	(416,478)

Operating profit	35,843	262,878	547,154	1,096,735	1,604,937	235,125
Interest income	13,580	42,443	49,009	47,677	32,661	4,785
Loss from equity method investment	—	—	—	—	(229)	(34)
Other income, net	93	4,098	20,053	19,767	45,752	6,703
Income before tax and cumulative effect of change in accounting principle	49,516	309,419	616,216	1,164,179	1,683,121	246,579
Taxation	(1,911)	(12,256)	12,752	(116,071)	(198,017)	(29,010)
Cumulative effect of change in accounting principle	—	4,603	—	—	—	—
Net income	47,605	301,766	628,968	1,048,108	1,485,104	217,569

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	For the Year Ended December 31,					
	2005	2006	2007	2008	2009	
	RMB	RMB	RMB	RMB	RMB	US\$
	(In thousands except per share and per ADS data)					
Net income per Class A ordinary share, per Class B ordinary share and per ADS ⁽¹⁾						
Basic						
Basic (prior to cumulative effect of change in accounting principle)	2.40	8.92	18.57	30.63	42.96	6.29
Cumulative effect of change in accounting principle	—	0.14	—	—	—	—
Basic (after cumulative effect of change in accounting principle)	2.40	9.06	18.57	30.63	42.96	6.29
Diluted						
Diluted (prior to cumulative effect of change in accounting principle)	1.49	8.62	18.11	30.19	42.70	6.26
Cumulative effect of change in accounting principle	—	0.13	—	—	—	—
Diluted (after cumulative effect of change in accounting principle)	1.49	8.75	18.11	30.19	42.70	6.26

(1) As holders of Class A and Class B ordinary shares have the same dividend right and the same participation right in our undistributed earnings, the basic and diluted net income per share of Class A and Class B ordinary shares are the same for all the periods presented during which there were two classes of ordinary shares. Prior to the creation of the two classes of ordinary shares in May 2005, we only had one class of ordinary shares. For the periods during which there were two classes of ordinary shares, the weighted average number of ordinary shares represents the sum of the weighted average number of Class A and Class B ordinary shares. Please see "Earnings per Share" under Note 2 to our audited consolidated financial statements included in this annual report for additional information regarding the computation of the per share amount and the weighted average numbers of Class A and Class B ordinary shares.

	As of December 31,					
	2005	2006	2007	2008	2009	
	RMB	RMB	RMB	RMB	RMB	US\$
	(In thousands)					
Consolidated Balance Sheets Data:						
Cash and cash equivalents	900,593	1,136,274	1,350,600	2,362,171	4,199,889	615,287
Total assets	1,136,423	1,668,077	2,655,908	3,937,991	6,156,975	902,002
Total liabilities	131,370	310,816	634,536	849,328	1,403,874	205,668
Total shareholders' equity	1,005,053	1,357,261	2,021,372	3,088,663	4,753,101	696,334
Total liabilities and shareholders' equity	1,136,423	1,668,077	2,655,908	3,937,991	6,156,975	902,002

Exchange Rate Information

Our business is primarily conducted in China and almost all of our revenues are denominated in RMB. However, periodic reports made to shareholders will include current period amounts translated into U.S. dollars using the then current exchange rates, for the convenience of the readers. The conversion of RMB into U.S. dollars in this annual report is based on the noon buying rate in New York City for cable transfers in RMB as certified for customs purposes by the Federal Reserve Bank of New York. Unless otherwise noted, all translations from RMB to U.S. dollars and from U.S. dollars to RMB in this annual report were made at a rate of RMB6.8259 to US\$1.00, the

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noon buying rate in effect as of December 31, 2009. We make no representation that any RMB or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or RMB, as the case may be, at any particular rate, or at all. The PRC government imposes control over its foreign currency reserves in part through direct regulation of the conversion of RMB into foreign exchange and through restrictions on foreign trade. On March 19, 2010, the noon buying rate was RMB6.8265 to US\$1.00.

The following table sets forth information concerning exchange rates between the RMB and the U.S. dollar for the periods indicated.

Period	Noon Buying Rate			
	Period-End	Average ⁽¹⁾	Low	High
	(RMB per U.S. Dollar)			
2005	8.0702	8.1826	8.2765	8.0702
2006	7.8041	7.9579	8.0702	7.8041
2007	7.2946	7.5806	7.8127	7.2946
2008	6.8225	6.9193	7.2946	6.7800
2009	6.8259	6.8295	6.8470	6.8176
September	6.8262	6.8277	6.8303	6.8247
October	6.8264	6.8267	6.8292	6.8248
November	6.8265	6.8271	6.8300	6.8255
December	6.8259	6.8275	6.8299	6.8244
2010				
January	6.8268	6.8269	6.8295	6.8258
February	6.8258	6.8285	6.8330	6.8258
March (through March 19, 2010)	6.8265	6.8261	6.8266	6.8254

Source: Federal Reserve Statistical Release

(1) Annual averages are calculated using the average of month-end rates of the relevant year. Monthly averages are calculated using the average of the daily rates during the relevant period.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors
Risks Related to Our Business

If we fail to retain existing customers or attract new customers for our online marketing services, our business, results of operations and growth prospects could be seriously harmed.

In 2007, 2008 and 2009, we generated almost all of our total revenues from online marketing services, a substantial majority of which were derived from our pay-for-performance, or P4P, services. Our online marketing customers will not continue to do business with us if their investment does not generate sales leads and ultimately consumers, or if we do not deliver their web pages in an appropriate and effective manner. Our P4P customers may discontinue their business with us at any time and for any reason as they are not subject to fixed-term contracts. In April 2009, we officially launched Online Marketing Professional Edition, which we also refer to as Phoenix Nest, our new auction-based online marketing system designed to improve relevance in paid search and increase value for customers. In December 2009, we completed the switch from our previous online marketing system, which we refer to as the Online Marketing Classic Edition, to Phoenix Nest. If Phoenix Nest is perceived to be a less effective marketing tool than the Online Marketing Classic Edition, we may lose existing customers or encounter difficulty

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attracting new customers. In addition, we have in the past removed, and may in the future again remove, questionable paid search listings of some customers to ensure the quality and reliability of our search results. Such removal, whether temporary or permanent, may cause the affected customers to discontinue their business with us.

Moreover, third parties may develop and use certain technologies to block the display of our customers' advertisements and other marketing products on our Baidu.com website, which may in turn cause us to lose customers and adversely affect our operating results. Failure to retain our existing customers or attract new customers for our online marketing services could seriously harm our business, results of operations and growth prospects.

If online marketing does not further grow in China, our ability to increase revenue and profitability could be materially and adversely affected.

The use of the Internet as a marketing channel is at a developing stage in China. Internet penetration rate in China is relatively low as compared to that in most developed countries. Many of our current and potential customers have limited experience with the Internet as a marketing channel, and historically have not devoted a significant portion of their marketing budgets to online marketing and promotion. As a result, they may not consider the Internet an effective channel to promote their products and services as compared to traditional print and broadcast media. Our ability to increase revenue and profitability from online marketing may be adversely impacted by a number of factors, many of which are beyond our control, including

- difficulties associated with developing a larger user base with demographic characteristics attractive to customers;
- increased competition and potential downward pressure on online marketing prices;
- higher customer acquisition costs due in part to the limited experience of small to medium-sized enterprises, or SMEs, with the Internet as a marketing channel;
- failure to develop an independent and reliable means of verifying online traffic;
- ineffectiveness of our online marketing delivery, tracking and reporting systems; and
- decrease in Internet usage in China.

Our business depends on a strong brand, and if we are not able to maintain and enhance our brand, our business and operating results may be harmed.

We believe that our brand "Baidu" has contributed significantly to the success of our business. We also believe that maintaining and enhancing the "Baidu" brand is critical to increasing the numbers of our users, customers and Baidu Union members. As our market becomes increasingly competitive, maintaining and enhancing our brand will depend largely on our ability to remain as the Internet search leader in China, which may become more expensive and challenging.

Historically, we developed our user base primarily by word-of-mouth and incurred limited brand promotion expenses. Our initial public offering in 2005 and positive media coverage in subsequent years have significantly enhanced our brand recognition. We have also conducted marketing and brand promotion activities in recent years, but we cannot assure you that these activities will achieve the brand promotion effect expected by us. If we fail to maintain and further promote the "Baidu" brand, or if we incur excessive expenses in this effort, our business and results of operations may be materially and adversely affected. In addition, any negative publicity about our company or our products and services, regardless of its veracity, could harm our brand image and in turn adversely affect our business and operating results.

We face significant competition and may suffer from a loss of users and customers as a result.

We face significant competition in almost every aspect of our business, particularly from other companies that seek to provide Internet search services to users and provide online marketing services to customers. In the Chinese Internet search market, our main competitors include U.S.-based Internet search providers providing Chinese language Internet search services, such as Google and Microsoft, and China-based Internet companies, such as

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Netease, Sohu, Tencent and Alibaba. We compete with these entities for both users and customers on the basis of user traffic, quality (relevance) and quantity (index size) of the search results, availability and ease of use of products and services, the number of customers, distribution channels and the number of associated third-party websites. In addition, our instant messaging and e-commerce services face competition from the existing leading providers of these services in China.

Some of our competitors have significantly greater financial resources, longer operating histories and more experience in attracting and retaining users and managing customers than we do. They may use their experience and resources to compete with us in a variety of ways, including by competing more heavily for users, customers, distributors, strategic partners and networks of third-party websites, investing more heavily in research and development and making acquisitions. If any of our competitors provides comparable or better Chinese language search experience, our user traffic could decline significantly. Any such decline in traffic could weaken our brand and result in loss of customers, which would have a material adverse effect on our results of operations.

We also face competition from other types of advertising media, such as newspapers, magazines, yellow pages, billboards and other forms of outdoor media, television and radio. Large companies in China generally allocate, and will likely continue to allocate, most of their marketing budgets to traditional advertising media and only a small portion of their budgets to online marketing and other forms of advertising media. If these companies do not devote a larger portion of their marketing budgets to online marketing services provided by us, or if our existing customers reduce the amount they spend on online marketing, our results of operations and growth prospects could be adversely affected.

If our expansions into new Internet businesses are not successful, our future results of operations and growth prospects may be materially and adversely affected.

As part of our growth strategy, we enter into new Internet businesses from time to time by leveraging our large Internet search user base to generate additional revenue streams. Expansions into new businesses may present operating and marketing challenges that are different from those that we currently encounter. For each new business we enter into, we face competition from existing leading providers in that business. If we cannot successfully address the new challenges and compete effectively against the existing leading players in the new businesses, we may not be able to develop a sufficiently large customer and user base, recover costs incurred for developing and marketing new businesses, and eventually achieve profitability from these businesses, and our future results of operations and growth prospects may be materially and adversely affected.

If we fail to continue to innovate and provide products and services to attract and retain users, we may not be able to generate sufficient user traffic levels to remain competitive.

Our success depends on providing products and services that enable users to have a high-quality Internet experience. In order to attract and retain users and compete against our competitors, we must continue to invest significant resources in research and development to enhance our Internet search technology and our existing products and services and introduce additional high-quality products and services. If we are unable to anticipate user preferences or industry changes, or if we are unable to modify our products and services on a timely basis, we may lose users. Our operating results may also suffer if our innovations do not respond to the needs of our users, are not appropriately timed with market opportunities or are not effectively brought to market. As search technology continues to develop, our competitors may be able to offer search results that are, or that are perceived to be, substantially similar to or better than those generated by our search services. This may force us to expend significant resources in order to remain competitive.

If we fail to keep up with rapid changes in technologies and user behavior, our future success may be adversely affected.

The online marketing industry is subject to rapid technological changes. Our future success will depend on our ability to respond to rapidly changing technologies, adapt our services to evolving industry standards and improve the performance and reliability of our services. Our failure to adapt to such changes could harm our business. In addition, changes in user behavior resulting from technological changes may also adversely affect us. For example,

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the number of people accessing the Internet through devices other than personal computers, including mobile phones and other hand-held devices, has increased in recent years. With the introduction of 3G mobile services by all three mobile carriers in China in 2009, we expect this trend to continue. If we are slow to develop products and technologies that are compatible with non-PC communications devices, or if the products and services we develop are not widely accepted and used by users of non-PC communications devices, we may not be able to capture a significant share of this increasingly important market. In addition, the widespread adoption of new Internet, networking or telecommunications technologies or other technological changes could require substantial expenditures to modify or adapt our products, services or infrastructure. If we fail to keep up with rapid technological changes to remain competitive, our future success may be adversely affected.

Interruption or failure of our own information technology and communications systems or those of third-party service providers we rely upon could impair our ability to effectively provide our products and services, which could damage our reputation and harm our operating results.

Our ability to provide our products and services depends on the continuing operation of our information technology and communications systems. Any damage to or failure of our systems could interrupt our service. Service interruptions could reduce our revenues and profits, and damage our brand if our system is perceived to be unreliable. Our systems are vulnerable to damage or interruption as a result of terrorist attacks, wars, earthquakes, floods, fires, power loss, telecommunications failures, undetected errors or "bugs" in our software, computer viruses, interruptions in access to our websites through the use of "denial of service" or similar attacks, hacking or other attempts to harm our systems, and similar events. Some of our systems are not fully redundant, and our disaster recovery planning does not account for all possible scenarios.

Our servers, which are hosted at third-party Internet data centers, are vulnerable to break-ins, sabotage and vandalism. The occurrence of a natural disaster or a closure of an Internet data center by a third-party provider without adequate notice could result in lengthy service interruptions. In addition, our domain names are resolved into Internet protocol (IP) addresses by systems of third-party domain name registrars and registries. Any interruptions or failures of those service providers' systems, which are beyond our control, could significantly disrupt our own services. In January 2010, the name server records of our main domain name, Baidu.com, which are recorded on the systems of a domain name registrar in the U.S., were modified by hackers who gained access to such records. As a result, our Internet search services were interrupted for approximately five hours.

If we experience frequent or persistent system failures on our websites, whether due to interruptions and failures of our own information technology and communications systems or those of third-party service providers we rely upon, our reputation and brand could be permanently harmed. The steps we take to increase the reliability and redundancy of our systems are expensive, reduce our operating margin and may not be successful in reducing the frequency or duration of service interruptions.

We may not be able to manage our expanding operations effectively.

We have significantly expanded our operations in recent years. We expect this expansion trend to continue as we grow our user and customer base and explore new opportunities. To manage the further expansion of our business and growth of our operations and personnel, we need to continuously improve our operational and financial systems, procedures and controls, and expand, train, manage and maintain good relations with our growing employee base. We have experienced labor disputes in the past. Although these disputes were resolved promptly, we cannot assure you that there won't be any new labor dispute in the future. In addition, we must maintain and expand our relationships with other websites, Internet companies and other third parties. Our current and future personnel, systems, procedures and controls may not be adequate to support our expanding operations.

We may face intellectual property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services.

Internet, technology and media companies are frequently involved in litigation based on allegations of infringement of intellectual property rights, unfair competition, invasion of privacy, defamation and other violations

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of other parties' rights. The validity, enforceability and scope of protection of intellectual property in Internet-related industries, particularly in China, are uncertain and still evolving. As we face increasing competition and as litigation becomes more common in China in resolving commercial disputes, we face a higher risk of being the subject of intellectual property infringement claims. Moreover, we may be subject to administrative actions brought by the PRC State Copyright Bureau for alleged copyright infringement, and as a result may be subject to fines and other penalties and be required to discontinue infringing activities.

Our products and services link to materials in which third parties may claim ownership of trademarks, copyrights or other rights. For example, we provide search engine facilities capable of finding and accessing links to downloadable audio, video, image and other multimedia files and other items hosted on third-party websites, including search functions that enable our users to search for files in various ways, such as by artist, title, or via lists of most-searched-for titles and artists. Some of these contents found using our search engine facilities may be protected by copyright or other intellectual property rights. Like many other Internet websites, we host on our websites certain song lyrics which may be protected by copyright. As a result, we may be subject to copyright or trademark infringement and other related claims from time to time, in China and internationally.

In China, uncertainties still exist with respect to the legal standards as well as the judicial interpretation of such standards for determining liabilities of Internet search providers for providing links to contents on third-party websites that infringe others' copyrights. In December 2007, the High People's Court of Beijing upheld a lower court's ruling in our favor in a case originally filed against us in 2005 by seven music record companies alleging that our MP3 search services had infringed their copyrights. The court ruled that our service, which only provides links to online music hosted on third parties' websites, does not constitute infringement. In the same month, however, the High People's Court of Beijing upheld the decision by another lower court in favor of the record companies in a suit originally filed by 11 record companies against Yahoo! China, one of our competitors, in July 2006. In the Yahoo! China case, the court held that Yahoo! China was negligent in failing to remove all links to the infringing content after receiving notice from copyright holders, including those links that it "should have known" to have infringing content.

Although prior court rulings in China have only limited precedential value, the ruling of the High People's Court of Beijing in the Yahoo! China case seems to suggest that the courts in future cases may place the burden on Internet search providers to remove not only links that have been specifically mentioned in notices of infringement from right holders, but also links they "should have known" to contain infringing content. Such an interpretation of the applicable law could subject Internet search providers like us to significant administrative burdens and litigation risks.

We conduct our business operations outside the United States. However, we may be subject to U.S. copyright laws, including the legal standards for determining indirect liability for copyright infringement, by virtue of our listing on the NASDAQ, the ownership of our ADSs or ordinary shares by U.S. residents, the extraterritorial application of U.S. law by U.S. courts or otherwise. In June 2009, a plaintiff filed a copyright infringement lawsuit against us in the U.S. District Court for the Southern District of New York. In December 2009, the court granted our motion to dismiss the complaint on the grounds of insufficient service of process and lack of personal jurisdiction. The plaintiff did not appeal the court's ruling. Despite the above ruling in our favor, we cannot assure you that other companies will not sue us in the U.S. or elsewhere in the future.

Intellectual property litigation is expensive and time-consuming and could divert resources and management attention from the operations of our business. We are currently named as a defendant in a number of copyright infringement suits in connection with our MP3 and other search services. See "Item 8A. Financial Information — Consolidated Statements and Other Financial Information — Legal Proceedings." If there is a successful claim of infringement, we may be required to discontinue the infringing activities, pay substantial fines and damages and/or enter into royalty or license agreements that may not be available on commercially acceptable terms, if at all. Our failure to obtain a license of the rights on a timely basis could harm our business. Any intellectual property litigation and/or any negative publicity by third parties alleging our intellectual property infringement could have a material adverse effect on our business, reputation, financial condition or results of operations. To address the risks relating to intellectual property infringement, we may have to substantially modify, limit or terminate some of our search

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services. Any of such changes could materially affect user experience and in turn have a material adverse impact on our business.

We have been and may again be subject to claims based on the content found on our websites or the results in our paid search listings.

In addition to the content developed by ourselves and posted on our websites, our users are free to post information on Baidu Post Bar, Baidu Knows, Baidu Encyclopedia and other sections of our websites, and our P4P customers may create text-based descriptions and other phrases to be used as text or keywords in our search listings. We have been and may continue to be subject to claims for defamation, negligence or other legal theories based on the content found on our websites. Claims for defamation, negligence or other legal theories based on the content found on our websites, with or without merit, may result in diversion of management attention and financial resources and negative publicity on our brand and reputation. Furthermore, if the content posted on our websites contains information that government authorities find objectionable, our websites may be shut down and we may be subject to other penalties. See "— Risks Related to Doing Business in China — Regulation and censorship of information disseminated over the Internet in China may adversely affect our business and subject us to liability for information displayed on or linked to our websites."

Under PRC advertising laws and regulations, we, as an online advertising publisher, are obligated to monitor the advertising content posted on our websites to ensure that such content is fair and accurate and in full compliance of applicable law. In addition, where a special government review is required for specific categories of advertisements before posting, we are obligated to confirm that such review has been performed and approval has been obtained. See "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations on Advertisements." Our reputation could be hurt and our results of operations could be adversely affected due to penalties imposed on us if advertisements shown on our websites are provided to us by our advertising clients in violation of relevant PRC advertising laws and regulations, or if the supporting documentation and government approvals provided to us by our advertising clients in connection with such advertising content are not complete. Our P4P services are not subject to PRC advertising laws and regulations because PRC laws and regulations and administrative authorities currently do not classify P4P services as a form of online advertising. However, if P4P services are classified as a form of online advertising in the future, we would be obligated to examine the content of our P4P customers' listings on our websites, as required by PRC advertising laws, and such examination could be very burdensome.

Moreover, we have been and in the future may again be subject to claims or negative publicity based on the results in our paid search listings. Claims have been filed against us after we allowed certain customers to purchase keywords containing trademarks, trade names or brand names owned by others and displayed links to such customers' websites in our paid search listings. While we maintain a database of certain well-known trademarks and would not allow a customer to submit a keyword containing the well-known trademarks that we know are owned by others, it is not possible for us to completely prevent our customers from bidding on keywords that contain trademarks, trade names or brand names owned by others. Claims and negative publicity based on the results in our paid search listings, regardless of their merit, may divert management attention, severely disrupt our operations, adversely affect our results of operations and harm our reputation.

We may be subject to patent infringement claims with respect to our P4P platform.

Our technologies and business methods, including those relating to our P4P platform, may be subject to third-party claims or rights that limit or prevent their use. In June 2005, we applied for a patent in China for our P4P platform, but our application was rejected on the ground that it is not patentable. Certain U.S.-based companies, including Overture Services Inc., have been granted patents in the United States relating to P4P platforms and similar business methods and related technologies. While we believe that we are not subject to U.S. patent laws since we conduct our business operations outside of the United States, we cannot assure you that U.S. patent laws would not be applicable to our business operations, or that holders of patents relating to a P4P platform would not seek to enforce such patents against us in the United States or China.

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In addition, many parties are actively developing and seeking protection for Internet-related technologies, including seeking patent protection. There may be patents issued or pending that are held by others that relate to certain aspects of our technologies, products, business methods or services. For example, we are aware that a patent has been issued in China relating to a method used by a database search system that determines the optimal bidding price for keywords based on an advertiser's desired place in a search listing. Based on our own analysis and the analysis conducted by a third-party intellectual property agency, we do not believe that our P4P platform infringes this patent because, among other things, our system ranks customers' links according to a comprehensive ranking index calculated based on both the quality factor of a keyword and the bid price on the keyword. However, the application and interpretation of China's patent laws and the procedures and standards for granting patents in China are still evolving and involve uncertainty. We cannot assure you that PRC courts or regulatory authorities would agree with the above analysis. Any patent infringement claims, regardless of their merits, could be time-consuming and costly to us. If we were sued for patent infringement claims with respect to our P4P platform and were found to infringe such patents and were not able to adopt non-infringing technologies, we may be severely limited in our ability to operate our P4P platform,

which would have a material adverse effect on our results of operations and prospects.

Our business may be adversely affected by third-party software applications or practices that interfere with our receipt of information from, or provision of information to, our users, which may impair our users' experience.

Our business may be adversely affected by third-party malicious or unintentional software applications that make changes to our users' computers and interfere with our products and services. These software applications may change our users' Internet experience by hijacking queries to our websites, altering or replacing our search results, or otherwise interfering with our ability to connect with our users. The interference often occurs without disclosure to or consent from users, resulting in a negative experience that users may associate with our websites. These software applications may be difficult or impossible to remove or disable, may reinstall themselves and may circumvent other applications' efforts to block or remove them. In addition, our business may be adversely affected by the practices of third-party website owners which interfere with our ability to crawl and index their web pages. The ability to provide a superior user experience is critical to our success. If we are unable to successfully combat third-party software applications that interfere with our products and services, our reputation may be harmed. If a significant number of website owners prevent us from indexing and including their web pages in our search results, the quality of our search results may be impaired.

Our success depends on the continuing and collaborative efforts of our management team and other key personnel, and our business may be harmed if we lose their services.

Our future success depends heavily upon the continuing services of our management team, in particular our chairman and chief executive officer, Robin Yanhong Li. If one or more of our executives or other key personnel are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all, and our business may be disrupted and our financial condition and results of operations may be materially and adversely affected. We approved the resignations for personal reasons of our former chief operating officer and chief technology officer in January 2010, and are in the process of searching for their replacements. Competition for management and key personnel is intense, the pool of qualified candidates is limited, and we may not be able to retain the services of our executives or key personnel, or attract and retain experienced executives or key personnel in the future.

If any of our executives or other key personnel joins a competitor or forms a competing company, we may lose customers, distributors, know-how and key personnel. Each of our executive officers and key employees has entered into an employment agreement with us, containing confidentiality and non-competition provisions. If any disputes arise between any of our executives or key personnel and us, we cannot assure you the extent to which any of these agreements may be enforced.

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We rely on highly skilled personnel. If we are unable to retain or motivate them or hire additional qualified personnel, we may not be able to grow effectively.

Our performance and future success depend on the talents and efforts of highly skilled individuals. We will need to continue to identify, hire, develop, motivate and retain highly skilled personnel for all areas of our organization. Competition in the Internet industry for qualified employees is intense. Our continued ability to compete effectively depends on our ability to attract new employees and to retain and motivate our existing employees.

As competition in the Internet industry intensifies, it may be more difficult for us to hire, motivate and retain highly skilled personnel. If we do not succeed in attracting additional highly skilled personnel or retaining or motivating our existing personnel, we may be unable to grow effectively.

We are subject to risks and uncertainties faced by companies with limited operating history in a rapidly evolving industry.

We commenced operations in 2000 and first achieved profitability in the quarter ended March 31, 2004. Accordingly, you should consider our future prospects in light of the risks and uncertainties experienced by companies with limited operating history in evolving industries such as the Internet industry in China. Some of these risks and uncertainties relate to our ability to

- maintain our leading position in the Chinese language Internet search market;
- offer new, innovative products and services to attract and retain a large user base;
- attract additional customers and increase spending per customer;
- further enhance our brand;
- maintain the quality of our products and services and continue to develop user and customer loyalty;
- respond to competitive market conditions;
- respond to changes in the regulatory environment;
- manage legal risks, including those associated with intellectual property rights;
- maintain effective control of our costs and expenses;
- attract, retain and motivate qualified personnel and maintain good relations with a young and growing work force;
- build profitable operations in new markets such as the Japanese Internet search market; and
- upgrade our technology to support increased traffic and expanded services.

If we are unsuccessful in addressing any of these risks and uncertainties, our business may be materially and adversely affected.

Our historical growth rate may not be indicative of our future growth rate.

We have experienced substantial growth in recent years. Our total revenues and net income grew at a compound annual growth rate, or CAGR, of 93.2% and 136.3%, respectively, from 2005 to 2009. Our growth was driven in part by the growth in China's Internet and online marketing industries, which may not be indicative of future growth or be sustainable. We cannot assure you that our past growth rate is indicative of our future growth rate.

Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.

Our operating results may fluctuate as a result of a number of factors, many of which are outside of our control. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you

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should not rely on our past results as an indication of our future performance. Our quarterly and annual revenues and costs and expenses as a percentage of our revenues may be significantly different from our historical or projected figures. Our operating results in future quarters may fall below expectations. Any of these events could cause the price of our ADSs to fall. Any of the risk factors listed in this "Risk Factors" section, and in particular the following risk factors, could cause our operating results to fluctuate from quarter to quarter

- general economic conditions in China and economic conditions specific to the Internet, Internet search and online marketing;
- our ability to continue to attract users to our websites;
- our ability to attract additional customers and increase spending per customer;
- the announcement or introduction of new or enhanced products and services by us or our competitors;
- the amount and timing of operating costs and capital expenditures related to the maintenance and expansion of our businesses, operations and infrastructure;
- the results of our acquisitions of, or investments in, other businesses or assets;
- PRC regulations or government actions pertaining to activities on the Internet, including MP3 music, news, gambling, online games and other forms of entertainment, or otherwise affecting our online marketing customers;
- unforeseen events, such as negative publicity arising from reports by influential media outlets and other sources and labor disputes; and
- geopolitical events, natural disasters or epidemics.

Because of our limited operating history and our rapidly growing business, our historical operating results may not be useful to you in predicting our future operating results. Our user traffic tends to be seasonal. For example, we generally experience less user traffic during public holidays and other special event periods in China. In addition, advertising and other marketing spending in China has historically been cyclical, reflecting overall economic conditions as well as budgeting and buying patterns. Our rapid growth has lessened the impact of the cyclicity and seasonality of our business. As we continue to grow, we expect that the cyclicity and seasonality in our business may cause our operating results to fluctuate.

A severe and prolonged global economic recession and the corresponding slowdown in the Chinese economy may adversely affect our business, results of operations and financial condition.

The effect of the recent global financial crisis has persisted, with most of the world's major economies remaining in recession in 2009. The Chinese economy also faces challenges. The stimulus plans and other measures implemented by the Chinese government may not avert an economic downturn amid a severe and prolonged global economic recession. Since we derive most of our revenues from online marketing customers in China, any prolonged slowdown in the Chinese economy may have a negative impact on our business, operating results and financial condition in a number of ways. For example, our customers may reduce or delay spending with us, while we may have difficulty expanding our customer base fast enough, or at all, to offset the impact of decreased spending by our existing customers. In addition, to the extent we offer credit to any customer and such customer experiences financial difficulties due to the economic slowdown, we could have difficulty collecting payment from such customer.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.

We rely on a combination of copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods to protect our intellectual property rights. The protection of intellectual property rights in China may not be as effective as those in the United States or other countries. The steps we have taken may be inadequate to prevent the misappropriation of our technology. Reverse engineering, unauthorized copying or other misappropriation of our technologies could enable third parties to benefit from our technologies without paying us.

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Moreover, unauthorized use of our technology could enable our competitors to offer products and services that are comparable to or better than ours, which could harm our business and competitive position. From time to time, we may have to enforce our intellectual property rights through litigation. Such litigation may result in substantial costs and diversion of resources and management attention.

Because we rely to a large extent on distributors in providing our P4P services, our failure to retain key distributors or attract additional distributors could materially and adversely affect our business. Moreover, there is no assurance that our direct sales model in some key geographic markets will continue to be successful.

Online marketing is at an early stage of development in China and is not as widely accepted by or available to businesses in China as in the United States. As a result, we rely to a large extent on a nationwide distribution network of third-party distributors for our sales to, and collection of payment from, our P4P customers. If our distributors do not provide quality services to our P4P customers or otherwise breach their contracts with our P4P customers, we may lose customers and our results of operations may be materially and adversely affected. We do not have long-term agreements with any of our distributors and cannot assure you that we will continue to maintain favorable relationships with them. If we fail to retain our key distributors or attract additional distributors on terms that are commercially reasonable, our business and results of operations could be materially and adversely affected.

We have transitioned to using our direct sales force to serve our P4P customers in some key geographic markets. There is no assurance that our direct sales model in those markets will continue to be successful. If we fail to maintain an adequate direct sales force, retain existing customers and continue to attract new customers in those markets, our business, results of operations and prospects could be materially and adversely affected.

We rely on our Baidu Union members for a significant portion of our revenues. If we fail to retain existing Baidu Union members or attract additional members, our revenue growth and profitability may be adversely affected.

We pay our Baidu Union members a portion of our revenues generated from click-throughs by users of our Baidu Union members' property. We consider our Baidu Union critical to the future growth of our revenues. Some of our Baidu Union members, however, may compete with us in one or more areas of our business. Therefore, they may decide in the future to terminate their relationships with us. If our Baidu Union members decide to use a competitor's or their own Internet search services, our user traffic may decline, which may adversely affect our revenues. If we fail to attract additional Baidu Union members, our revenue growth may be adversely affected. In addition, if we have to share a larger portion of our revenues to retain existing Baidu Union members or attract additional members, our profitability may be adversely affected.

Our strategy of acquiring complementary businesses, assets and technologies may fail.

As part of our business strategy, we have pursued, and intend to continue to pursue, selective strategic acquisitions of businesses, assets and technologies that complement our existing business. For example, we acquired certain intangible assets, including domain name, software, trademark and non-competition agreements, in 2009. We may make other acquisitions in the future if suitable opportunities arise. Acquisitions involve uncertainties and risks, including

- potential ongoing financial obligations and unforeseen or hidden liabilities;
- failure to achieve the intended objectives, benefits or revenue-enhancing opportunities;
- costs and difficulties of integrating acquired businesses and managing a larger business; and
- diversion of resources and management attention.

Our failure to address these risks successfully may have a material adverse effect on our financial condition and results of operations. Any such acquisition may require a significant amount of capital investment, which would decrease the amount of cash available for working capital or capital expenditures. In addition, if we use our equity securities to pay for acquisitions, we may dilute the value of our ADSs and the underlying ordinary shares. If we

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borrow funds to finance acquisitions, such debt instruments may contain restrictive covenants that could, among other things, restrict us from distributing dividends. Such acquisitions may also generate significant amortization expenses related to intangible assets.

Our Japan operations may not be successful.

We formally launched our Japanese search service in January 2008, after completing a 10-month Beta test for the service. Therefore, we only have limited experience operating in the Japanese market. Moreover, our Japan operations have incurred operating losses since the inception in December 2006, and it is uncertain when the business will become profitable, if at all. Additional future losses in our Japan operations could have a material adverse effect on our overall results of operations.

The Japanese search market is highly competitive and currently is dominated by two companies, Yahoo! Japan and Google. These companies have significantly greater financial resources, longer operating history and more experience in the Japanese search market than we do. Moreover, other local providers of competing search services may also have a substantial advantage over us in attracting users due to their more established brands in Japan, greater knowledge with respect to the tastes and preferences of Japanese users and their focus on the Japanese market. If we cannot compete successfully with these competitors in the Japanese language search market, our business in Japan could be adversely affected.

In addition, there are certain risks inherent in doing business internationally, including

- difficulties in developing, staffing and simultaneously managing a foreign operation as a result of distance, language and cultural differences;
- longer customer payment cycles;
- currency exchange rate fluctuations;
- political or social unrest or economic instability;
- unanticipated changes in laws or regulations; and
- potentially adverse tax consequences.

One or more of these factors could harm our Japan operations and consequently, could harm our overall operating results.

If we are unable to adapt or expand our existing technology infrastructure to accommodate greater traffic or additional customer requirements, our business may be harmed.

Our Baidu.com website regularly serves a large number of users and customers and delivers a large number of daily page views. Our technology infrastructure is highly complex and may not provide satisfactory service in the future, especially as the number of customers using our P4P services increases. We may be required to upgrade our technology infrastructure to keep up with the increasing traffic on our websites, such as increasing the capacity of our hardware servers and the sophistication of our software. If we fail to adapt our technology infrastructure to accommodate greater traffic or customer requirements, our users and customers may become dissatisfied with our services and switch to our competitors' websites, which could harm our business.

If we fail to detect fraudulent click-throughs, we could lose the confidence of our customers and our revenues could decline.

We are exposed to the risk of click-through fraud on our paid search results. Click-through fraud occurs when a person clicks paid search results for a reason other than to view the underlying content of search results. If we find evidence of past fraudulent clicks, we may have to issue refunds to our customers. If we fail to detect fraudulent clicks or otherwise are unable to prevent this fraudulent activity, the affected customers may experience a reduced return on their investment in our online marketing services and lose confidence in the integrity of our systems. If this happens, we may be unable to retain existing customers and attract new customers for our online marketing services, and our online marketing revenues could decline. In addition, affected customers may also file legal

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actions against us claiming that we have over-charged or failed to refund them. Any such claims or similar claims, regardless of their merits, could be time-consuming and costly for us to defend against and could also adversely affect our brand image and our customers' confidence in the integrity of our systems.

The successful operation of our business depends upon the performance and reliability of the Internet infrastructure and fixed telecommunications networks in China.

Our business depends on the performance and reliability of the Internet infrastructure in China. Almost all access to the Internet is maintained through state-owned telecommunication operators under the administrative control and regulatory supervision of the Ministry of Industry and Information Technology (or its predecessor, the Ministry of Information Industry, before its formal establishment in 2008), or the MITI. In addition, the national networks in China are connected to the Internet through international gateways controlled by the PRC government. These international gateways are the only channels through which a domestic user can connect to the Internet. We cannot assure you that a more sophisticated Internet infrastructure will be developed in China. We may not have access to alternative networks in the event of disruptions, failures or other problems with China's Internet infrastructure. In addition, the Internet infrastructure in China may not support the demands associated with continued growth in Internet usage.

We also rely primarily on China Telecommunications Corporation, or China Telecom, and China United Network Communications Group Company Limited, or China Unicom, to provide us with data communications capacity primarily through local telecommunications lines and Internet data centers to host our servers. We have limited access to alternative services in the event of disruptions, failures or other problems with the fixed telecommunications networks of China Telecom and China Unicom, or if these companies otherwise fail to provide such services. In 2009, due to connection failures at a China Telecom Internet data center that hosted our servers, we were unable to provide service for a total of approximately eight hours. Any unscheduled service interruption could damage our reputation and result in a decrease in our revenues. Furthermore, we have no control over the costs of the services provided by China Telecom and China Unicom. If the prices that we pay for telecommunications and Internet services rise significantly, our gross margins could be adversely affected. In addition, if Internet access fees or other charges to Internet users increase, our user traffic may decrease, which in turn may harm our revenues.

Concerns about the security of electronic commerce transactions and confidentiality of information on the Internet may reduce use of our network and impede our growth.

A significant barrier to electronic commerce and communications over the Internet in general has been a public concern over security and privacy, including the transmission of confidential information. If these concerns are not adequately addressed, they may inhibit the growth of the Internet and other online services generally, especially as a means of conducting commercial transactions. If a well-publicized Internet breach of security were to occur, general Internet usage could decline, which could reduce traffic to our websites and impede our growth.

If we fail to maintain an effective system of internal control over financial reporting, we may lose investor confidence in the reliability of our financial statements.

We are subject to reporting obligations under the U.S. securities laws. The SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring every public company to include a management report on such company's internal control over financial reporting in its annual report, which contains management's assessment of the effectiveness of the company's internal control over financial reporting. In addition, an independent registered public accounting firm must attest to and report on the effectiveness of the company's internal control over financial reporting. We have been subject to these requirements since the fiscal year ended December 31, 2006.

Our management has concluded that our internal control over financial reporting is effective as of December 31, 2009. See "Item 15. Control and Procedures." Our independent registered public accounting firm has issued an attestation report, which has concluded that our internal control over financial reporting is effective in all material aspects. However, if we fail to maintain effective internal control over financial reporting in the future,

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our management and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. This could in turn result in the loss of investor confidence in the reliability of our financial statements and negatively impact the trading price of our ADSs. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs, management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act.

We have limited business insurance coverage.

The insurance industry in China is still at an early stage of development. Insurance companies in China offer limited business insurance products. We do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption may result in our incurring substantial costs and the diversion of our resources.

We face risks related to health epidemics and other outbreaks.

Our business could be adversely affected by the effects of avian influenza, severe acute respiratory syndrome, or SARS, or another epidemic or outbreak. In April 2009, a new strain of influenza A virus subtype H1N1, commonly referred to as "swine flu," was first discovered in North America and quickly spread to other parts of the world, including China. In early June 2009, the World Health Organization declared the outbreak to be a pandemic, while noting that most of the illnesses were of moderate severity. The PRC Ministry of Health has reported several hundred deaths caused by the influenza A (H1N1). Any outbreaks of avian influenza, SARS, the influenza A (H1N1) or other adverse public health developments in China may have a material adverse effect on our business operations. For instance, health or other government regulations adopted in response to an epidemic or outbreak may require temporary closure of Internet cafes, where many users access our websites, or of our offices. Such closures would severely disrupt our business operations and adversely affect our results of operations.

Risks Related to Our Corporate Structure

PRC laws and regulations governing our businesses and the validity of certain of our contractual arrangements are uncertain. If we are found to be in violation, we could be subject to sanctions. In addition, changes in such PRC laws and regulations or changes in interpretations thereof may materially and adversely affect our business.

There are substantial uncertainties regarding the interpretation and application of PRC laws and regulations, including, but not limited to, the laws and regulations governing our business, or the enforcement and performance of our contractual arrangements with our affiliated Chinese entities, Baidu Netcom Science Technology Co., Ltd., or Baidu Netcom, Beijing Perusal Technology Co., Ltd., or Beijing Perusal, Beijing BaiduPay Science and Technology Co., Ltd., or BaiduPay, and their respective shareholders. We and our PRC subsidiaries, Baidu Online Network Technology (Beijing) Co., Ltd., or Baidu Online, Baidu (China) Co., Ltd., or Baidu China, and Baidu.com Times Technology (Beijing) Co., Ltd., or Baidu Times, are considered foreign persons or foreign-invested enterprises under PRC foreign investment related laws. As a result, we and our PRC subsidiaries are subject to PRC legal restrictions on foreign ownership of Internet and online advertising companies. These laws and regulations are relatively new and may be subject to change, and their official interpretation and enforcement may involve substantial uncertainty. New laws and regulations that affect existing and proposed future businesses may also be applied retroactively.

The PRC government has broad discretion in dealing with violations of laws and regulations, including levying fines, revoking business and other licenses and requiring actions necessary for compliance. We cannot predict the effect of the interpretation of existing or new PRC laws or regulations on our businesses. We cannot assure you that our current ownership and operating structure would not be found in violation of any current or future PRC laws or regulations. As a result, we may be subject to sanctions, including fines, and could be required to restructure our operations or cease to provide certain services. Any of these or similar occurrences could significantly disrupt our business operations or restrict us from conducting a substantial portion of our business operations, which could materially and adversely affect our business, financial condition and results of operations.

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If the PRC government were to classify P4P services as a form of online advertising or as part of Internet content provider services, we may have to conduct our P4P business through Baidu Netcom, which would increase our effective tax rate, and we might be subject to sanctions and required to pay delinquent taxes.

PRC laws and regulations and administrative authorities currently do not classify P4P services as a form of online advertising or as part of ICP services requiring an ICP license. We conduct our P4P business through our subsidiaries in the PRC, none of which has the qualification to operate online advertising business or holds an ICP license. However, we cannot assure you that the PRC government will not classify P4P services as a form of online advertising or as part of ICP services in the future. If new regulations characterize P4P services as a form of online advertising or as part of ICP services, we may have to conduct our P4P business through Baidu Netcom, which is qualified to operate online advertising business and holds an ICP license. This would increase our consolidated effective tax rate for two reasons. First, advertising revenues generated by Baidu Netcom are subject to a 3% construction fee for culture undertakings in addition to the 5% business tax. Second, Baidu Netcom is currently subject to a 25% enterprise income tax rate, as compared to the lower preferential enterprise income tax rates that our PRC subsidiaries are subject to as of the date of this annual report. See "Item 5.A. Operating and Financial Review and Prospects — Operating Results — Taxation" for more information on PRC business and enterprise income tax as applicable to our subsidiaries and affiliated entities in the PRC. Moreover, if the change in classification of P4P services were to be retroactively applied, we might be subject to sanctions, including payment of delinquent taxes and fines. In addition, the classification of P4P services as a form of online advertising could subject us to an obligation to examine the content of listings of our P4P customers on our websites and the associated risks. See "— Risks Related to Our Businesses — We may be subject to claims based on the content found on our websites or the results in our paid search listings." Such examinations could be burdensome and increase our operating costs and expenses. Any change in the classification of P4P by the PRC government may significantly disrupt our operations and materially and adversely affect our business, results of operations and financial conditions.

In order to comply with PRC laws and regulations limiting foreign ownership of Internet and online advertising businesses, we conduct our ICP and online advertising businesses through our consolidated affiliated entities in China by means of contractual arrangements. If the PRC government determines that these contractual arrangements do not comply with applicable regulations, our business could be adversely affected.

The PRC government restricts foreign investment in Internet and online advertising businesses. Accordingly, we operate our websites and our online advertising business in China through three consolidated affiliated entities in China. Two of these entities, Baidu Netcom and Beijing Perusal, are each owned by individuals designated by us. The other consolidated affiliated entity, BaiduPay, is owned by Baidu Netcom and an individual designated by us. All of the individual shareholders of these entities are PRC citizens. We have contractual arrangements with our consolidated affiliated entities and their individual shareholders that allow us to substantially control these entities. We cannot assure you, however, that we will be able to enforce these contracts.

Although we believe we comply with current PRC regulations, we cannot assure you that the PRC government would agree that these operating arrangements comply with PRC licensing, registration or other regulatory requirements, with existing policies or with requirements or policies that may be adopted in the future. If the

PRC government determines that we do not comply with applicable law, it could revoke our business and operating licenses, require us to discontinue or restrict our operations, restrict our right to collect revenues, block our websites, require us to restructure our operations, impose additional conditions or requirements with which we may not be able to comply, impose restrictions on our business operations or on our customers, or take other regulatory or enforcement actions against us that could be harmful to our business.

Our contractual arrangements with our consolidated affiliated entities in China and their individual shareholders may not be as effective in providing control over these consolidated affiliated entities as direct ownership.

Since PRC law restricts foreign equity ownership in Internet and online advertising companies in China, we operate our ICP and online advertising businesses through our consolidated affiliated entities in China. We have no

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equity ownership interest in any of these entities and must rely on contractual arrangements to control and operate such businesses. These contractual arrangements may not be as effective in providing control over these consolidated affiliated entities as direct ownership. For example, these entities could fail to take actions required for our business or fail to maintain our websites despite their contractual obligations to do so. If they fail to perform their obligations under their respective agreements with us, we may have to rely on legal remedies under PRC law, which may not be effective. In addition, we cannot assure you that any of their respective individual shareholders would always act in our best interests.

The new PRC Property Rights Law may affect the perfection of the pledge in our equity pledge agreements with our consolidated affiliated entities and their individual shareholders.

Under the equity pledge agreements among Baidu Online and our consolidated affiliated entities and their respective individual shareholders, the individual shareholders of our consolidated affiliated entities have pledged all of their equity interests in those entities to Baidu Online by recording the pledges on the shareholder registers of the respective entities. However, according to the PRC Property Rights Law, which became effective on October 1, 2007, a pledge is not effective without being registered with the relevant local administration for industry and commerce. The State Administration for Industry and Commerce and the Beijing Administration for Industry and Commerce have adopted registration procedures with respect to the registration of equity interest pledge according to the Property Rights Law. BaiduPay has completed the registration of the pledges of its equity interests, and Baidu Netcom and Beijing Perusal are in the process of registering the pledges of their respective equity interests, with the Beijing Administration for Industry and Commerce. We cannot assure you that they will be able to register the pledges. If they are unable to do so, the pledges may be deemed ineffective under the PRC Property Rights Law. If any individual shareholder of Baidu Netcom or Beijing Perusal breaches his or her obligations under the agreement with Baidu Online, there is a risk that Baidu Online may not be able to successfully enforce the pledge and would need to resort to legal proceedings to enforce its contractual rights.

Our contractual arrangements with our consolidated affiliated entities in China may result in adverse tax consequences to us.

As a result of our corporate structure and the contractual arrangements between Baidu Online and each of our consolidated affiliated entities in China, we are effectively subject to the 5% PRC business tax on both revenues generated by our consolidated affiliated entities operations in China and revenues derived from Baidu Online's contractual arrangements with these consolidated affiliated entities. Moreover, we would be subject to adverse tax consequences if the PRC tax authorities were to determine that the contracts between Baidu Online and these consolidated affiliated entities were not on an arm's-length basis and therefore constituted a favorable transfer pricing. Under the new PRC Enterprise Income Tax Law, which became effective on January 1, 2008, an enterprise must submit its annual tax return together with information on related party transactions to the tax authorities. The tax authorities may impose reasonable adjustments on taxation if they have identified any related party transactions that are inconsistent with arm's-length principles. For example, the PRC tax authorities could request that our consolidated affiliated entities adjust their taxable income upward for PRC tax purposes. Such a pricing adjustment could adversely affect us by increasing our consolidated affiliated entities' tax expenses without reducing Baidu Online's tax expenses, which could subject our consolidated affiliated entities to interest due on late payments and other penalties for under-payment of taxes.

We may have exposure to greater than anticipated tax liabilities.

We are subject to income tax, business tax and other taxes in many provinces and cities in China and our tax structure is subject to review by various local tax authorities. The determination of our provision for income tax and other tax liabilities requires significant judgment. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate decisions by the relevant tax authorities may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

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The principal shareholder of Baidu Netcom has potential conflicts of interest with us, which may adversely affect our business.

Robin Yanhong Li, our chairman and chief executive officer, is also the principal shareholder of Baidu Netcom. Conflicts of interests between his duties to our company and Baidu Netcom may arise. As Mr. Li is a director and executive officer of our company, he has a duty of loyalty and care to us under Cayman Islands law when there are any potential conflicts of interests between our company and Baidu Netcom. Additionally, Mr. Li has executed an irrevocable power of attorney to appoint the individual designated by us to be his attorney-in-fact to vote on his behalf on all Baidu Netcom matters requiring shareholder approval. We cannot assure you, however, that when conflicts of interest arise, Mr. Li will act completely in our interests or that conflicts of interest will be resolved in our favor. In addition, Mr. Li could violate his employment agreement with us or his legal duties by diverting business opportunities from us to others. If we cannot resolve any conflicts of interest between us and Mr. Li, we would have to rely on legal proceedings, which could be expensive, time-consuming and result in the disruption of our business.

We may be unable to collect long-term loans to the shareholders of our consolidated affiliated entities in China.

As of the date of this annual report, we have made long-term loans in an aggregate principal amount of RMB110.0 million (US\$16.1 million) to the individual shareholders of our consolidated affiliated entities. We extended these loans to enable the shareholders to fund the initial capitalization of these entities and, in the case of Baidu Netcom, subsequent increases in its registered capital. As of the date of this annual report, all of the registered capital of our consolidated affiliated entities in China has been fully funded. We may in the future provide additional loans to the individual shareholders of our consolidated affiliated entities in China in connection with any increase in their capitalization to the extent necessary and permissible under applicable law. Our ability to ultimately collect these loans will depend on the profitability of these consolidated affiliated entities and their operational needs, which are uncertain.

Risks Related to Doing Business in China

Adverse changes in economic and political policies of the PRC government could have a material adverse effect on the overall economic growth of China, which could adversely affect our business.

Most of our business operations are conducted in China. Accordingly, our results of operations, financial condition and prospects are affected by economic, political and legal developments in China. China's economy differs from the economies of most developed countries in many respects, including with respect to the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth in the past three decades, growth has been uneven across different regions and among various economic sectors of China. The PRC government has implemented various measures to encourage economic development and guide the allocation of resources. Some of these measures benefit the overall PRC economy, but may also have a negative effect on us. For example, our financial condition and results of operations may be adversely affected by government control over capital investments or changes in tax regulations that are applicable to us. In addition, future measures to control the pace of economic growth may cause a decrease in the level of economic activity in China, which in turn could adversely affect our results of operations and financial condition.

Uncertainties with respect to the PRC legal system could adversely affect us.

We conduct our business primarily through our subsidiaries and consolidated affiliated entities in China. Our operations in China are governed by PRC laws and regulations. Our subsidiaries are generally subject to laws and regulations applicable to foreign investments in China and, in particular, laws applicable to wholly foreign-owned enterprises. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value.

PRC legislation and regulations have significantly enhanced the protections afforded to various forms of foreign investments in China for the past three decades. However, China has not developed a fully integrated legal

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system and recently-enacted laws and regulations may not sufficiently cover all aspects of economic activities in China. In particular, because these laws and regulations are relatively new, and because of the limited volume of published decisions and their nonbinding nature, the interpretation and enforcement of these laws and regulations involve uncertainties. For example, China enacted a new Anti-Monopoly Law, which became effective on August 1, 2008. Because the Anti-Monopoly Law and the related regulations are still new, and there have been very few court rulings and no judicial or administrative interpretations on certain key concepts used in the law, it is uncertain how the implementation and enforcement of the Anti-Monopoly Law and the related regulations would affect our business. Furthermore, the PRC legal system is based in part on government policies and internal rules, some of which are not published on a timely basis or at all. As a result, we may not be aware of our violation of these policies and rules until some time after the violation. In addition, any litigation in China may be protracted and result in substantial costs and diversion of resources and management attention.

We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet business and companies.

The PRC government extensively regulates the Internet industry, including foreign ownership of, and the licensing and permit requirements pertaining to, companies in the Internet industry. These Internet-related laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainty. As a result, in certain circumstances it may be difficult to determine what actions or omissions may be deemed to be violations of applicable laws and regulations. Issues, risks and uncertainties relating to PRC government regulation of the Internet industry include, but are not limited to, the following

- We only have contractual control over our websites. We do not own the websites due to the restriction of foreign investment in businesses providing value-added telecommunication services in China, including online information services.
- There are uncertainties relating to the regulation of the Internet business in China, including evolving licensing practices. This means that permits, licenses or operations at some of our companies may be subject to challenge, or we may not be able to obtain or renew certain permits or licenses, including without limitation an Internet news license, which is issued by the State Council News Office, an Internet culture business permit, which is issued by the Ministry of Culture, an audio/video program transmission license, which is issued by the State Administration of Radio, Film and Television, an Internet publication business license, which is issued by the General Administration of Press and Publication, an online game virtual currency issuance or trading license, which is issued by the Ministry of Culture, and a surveying and mapping qualification certificate for Internet map services, which is issued by the State Bureau of Surveying and Mapping. This may significantly disrupt our business, or subject us to sanctions, requirements to increase capital or other conditions or enforcement, or compromise enforceability of related contractual arrangements, or have other harmful effects on us.
- New laws and regulations may be promulgated that will regulate Internet activities, including online advertising and online payment. Other aspects of our online operations may be regulated in the future. If these new laws and regulations are promulgated, additional licenses may be required for our online operations. If our operations do not comply with these new regulations at the time they become effective, or if we fail to obtain any licenses required under these new laws and regulations, we could be subject to penalties.

In July 2006, the MIIT issued the Notice of the Ministry of Information Industry on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services. This notice prohibits domestic telecommunication services providers from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for their illegal operation of a telecommunications business in China. According to this notice, either the holder of a value-added telecommunication business operating license or its shareholders must directly own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The notice also requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license.

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Baidu Netcom, our PRC affiliated entity that holds the ICP license necessary to conduct our business in China, received a letter from the MIIT requiring self-assessment and responded timely to the letter. In order to comply with the notice described above, we have transferred certain domain names primarily used in our business to Baidu Netcom and Beijing Perusal, respectively. In addition, we are in the process of transferring certain trademarks, including pending trademark applications made by Baidu Online, to Baidu Netcom and Beijing Perusal, respectively.

As we enter into new businesses, we may encounter additional regulatory uncertainties. For example, it remains unclear whether the provision of online payment services by BaiduPay will require BaiduPay to apply for a value-added telecommunications business operating license for "online data processing and transaction processing businesses" as provided in the Catalog of Telecommunications Businesses promulgated by the MIIT.

There are currently no regulations requiring a non-financial institution that provides third-party online payment services, such as BaiduPay, to apply for licensing from the People's Bank of China, China's central bank. However, in 2005, the People's Bank of China published Draft Measures Concerning the Administration of Payment and Settlement Organizations, or the Draft Payment and Settlement Measures, for public comment. According to the Draft Payment and Settlement Measures, non-financial institutions engaging in activities related to payment and settlement services, including services such as providing electronic instructions and calculations to financial institutions, individuals and other entities, shall be required to obtain a license from the People's Bank of China or its relevant branches in order to provide payment and settlement services. The Draft Payment and Settlement Measures have not yet taken effect. If the Draft Payment and Settlement Measures are officially adopted by the People's Bank of China and become applicable to BaiduPay, it may be necessary for us to obtain approvals or licenses to engage in our online payment business. We cannot assure you that we will be able to obtain these approvals or licenses.

On April 16, 2009, the People's Bank of China issued a notice regarding the payment and settlement business carried out by non-financial institutions, or the 2009 PBOC Notice. The 2009 PBOC Notice requires non-financial institutions established before April 16, 2009 engaging in payment and settlement business to register with the People's Bank of China before July 31, 2009. According to the 2009 PBOC Notice, such registration shall not be interpreted as a "permit" granted by the People's Bank of China. Rather, such registration serves the purposes of providing a basis for future policy making by the authorities.

In December 2007, the Standing Committee of Beijing Municipal People's Congress adopted Beijing Municipal Regulations on Promotion of Informatization, which provide that any individual or enterprise that conducts business operations through the Internet shall obtain a business license and/or other necessary licenses prior to operation. The operator of an online marketplace shall be responsible for checking such individual or enterprise's licenses. In July 2008, the Beijing Administration for Industry and Commerce promulgated certain rules for implementing the above-mentioned regulation. According to these rules, any individual or enterprise failing to obtain a business license may be prohibited from doing business on an e-commerce marketplace operating in Beijing, such as Baidu You, and violation of these rules may lead to penalties on either the individual/enterprise or the operator of the e-commerce marketplace. Substantial uncertainties exist in terms of the implementation of these rules, and there are very few public reports regarding actions taken by the Beijing Administration for Industry and Commerce against any violators in this regard. We cannot predict to what extent these rules will affect our business operations or future strategy.

The interpretation and application of existing PRC laws, regulations and policies and possible new laws, regulations or policies relating to the Internet industry have created substantial uncertainties regarding the legality of existing and future foreign investments in, and the businesses and activities of, Internet businesses in China, including our business.

A notice recently issued by the PRC Ministry of Culture may significantly affect our MP3 search services.

On August 26, 2009, the PRC Ministry of Culture promulgated the Notice on Strengthening and Improving the Content Review of Online Music, which is dated August 18, 2009. Among other things, this notice provides that only "Internet culture operating entities" approved by the Ministry of Culture may engage in the production,

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release, dissemination (including providing direct links to music products) and importation of online music products. We hold an Internet culture business permit granted by the Ministry of Culture, which allows us to engage in "Internet culture activities" as defined in the relevant regulations promulgated by the Ministry of Culture. See "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations on Internet Culture Activities." However, we cannot assure you that the third-party music websites that our MP3 search services link to are operated by Internet culture operating entities approved by the Ministry of Culture. If the enforcement of this new rule leads to the closure of a large number of music websites in China, the experience of the users of our MP3 search services could be adversely affected, which could in turn negatively affect our traffic. According to an interpretation of the new notice subsequently posted on the Ministry of Culture's website, entities that provide direct links to online music products must ensure that music products disseminated by them in such manner have passed the content review by the Ministry of Culture. Since the new notice was issued recently, it remains unclear how certain aspects of the new notice will be implemented. If we are deemed by the Ministry of Culture to have failed to fully comply with the requirements of the new notice, we could be subject to administrative penalties, including an order to stop providing links to certain music products, fines, or confiscation of income derived from activities deemed in violation of the new notice. Any of these occurrences could materially and adversely affect our business and results of operations.

Regulation and censorship of information disseminated over the Internet in China may adversely affect our business and subject us to liability for information displayed on or linked to our websites.

The PRC government has adopted regulations governing Internet access and the distribution of news and other information over the Internet. Under these regulations, Internet content providers and Internet publishers are prohibited from posting or displaying over the Internet content that, among other things, violates PRC laws and regulations, impairs the national dignity of China, or is reactionary, obscene, superstitious, fraudulent or defamatory. Failure to comply with these requirements may result in the revocation of licenses to provide Internet content and other licenses and the closure of the concerned websites. In the past, failure to comply with such requirements has resulted in the closure of certain websites. The website operator may also be held liable for such censored information displayed on or linked to the website.

In addition, the MIIT has published regulations that subject website operators to potential liability for content displayed on their websites and the actions of users and others using their systems, including liability for violations of PRC laws and regulations prohibiting the dissemination of content deemed to be socially destabilizing. The Ministry of Public Security has the authority to order any local Internet service provider to block any Internet website at its sole discretion. From time to time, the Ministry of Public Security has stopped the dissemination over the Internet of information which it believes to be socially destabilizing. The State Secrecy Bureau is also authorized to block any website it deems to be leaking state secrets or failing to meet the relevant regulations relating to the protection of State secrets in the dissemination of online information. Furthermore, we are required to report any suspicious content to relevant governmental authorities, and to undergo computer security inspections. If we fail to implement the relevant safeguards against security breaches, our websites may be shut down and our business and ICP licenses may be revoked. In addition, Internet companies which provide bulletin board systems, chat rooms or similar services must apply for specific approval from relevant authorities.

Although we attempt to monitor the content in our search results and on our online communities such as Baidu Post Bar, we are not able to control or restrict the content of other Internet content providers linked to or accessible through our websites, or content generated or placed on our Baidu Post Bar message boards or our other online communities by our users. To the extent that PRC regulatory authorities find any content displayed on our websites objectionable, they may require us to limit or eliminate the dissemination of such information on our websites. If third-party websites linked to or accessible through our websites operate unlawful activities such as online gambling on their websites, PRC regulatory authorities may require us to report such unlawful activities to relevant authorities and to remove the links to such websites, or they may suspend or shut down the operation of such websites. PRC regulatory authorities may also temporarily block access to certain websites for a period of time for reasons beyond our control. Any of these actions may reduce our user traffic and adversely affect our business. In addition, we may be subject to penalties for violations of those regulations arising from information displayed on or linked to our websites, including a suspension or shutdown of our online operations.

[Table of Contents](#)***Intensified government regulation of Internet cafes could restrict our ability to maintain or increase user traffic to our websites.***

The PRC government has tightened its regulation of Internet cafes in recent years. In particular, a large number of unlicensed Internet cafes have been closed. In addition, the PRC government has imposed higher capital and facility requirements for the establishment of Internet cafes. Furthermore, the PRC government's policy, which encourages the development of a limited number of national and regional Internet cafe chains and discourages the establishment of independent Internet cafes, may slow down the growth of Internet cafes. In June 2002, the Ministry of Culture, together with other government authorities, issued a joint notice, and in February 2004, the State Administration for Industry and Commerce issued another notice, suspending the issuance of new Internet cafe licenses. In May 2007, the State Administration for Industry and Commerce reiterated its position not to register any new Internet cafes in 2007. In 2008 and 2009, the Ministry of Culture, the State Administration for Industry and Commerce and other relevant government authorities, individually or jointly, issued several notices that provide various ways to strengthen the regulation of Internet cafes, including investigating and punishing Internet cafes that accept minors, cracking down on Internet cafes without sufficient and valid licenses, limiting the total number of Internet cafes and approving Internet cafes within the planning made by relevant authorities, screening unlawful and adverse games and websites, and improving the coordination of regulation over Internet cafes and online games. So long as Internet cafes are one of the primary venues for our users to access our websites, any reduction in the number, or any slowdown in the growth, of Internet cafes in China could limit our ability to maintain or increase user traffic to our websites.

If our PRC subsidiaries Baidu Online and Baidu Times fail to maintain qualification as "high and new technology enterprise" under the PRC Enterprise Income Tax Law, or if our PRC subsidiary Baidu China fails to retain its 50% reduced rate tax holiday, or if our PRC subsidiaries declare and distribute dividends to their respective offshore parent companies, we will be required to pay more taxes, which could have a material adverse effect on our result of operations.

According to the PRC Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008, as further clarified by subsequent tax regulations implementing the EIT Law, foreign-invested enterprises and domestic enterprises are subject to enterprise income tax, or EIT, at a uniform rate of 25%. The EIT rate of enterprises established before March 16, 2007 that were eligible for preferential tax rates according to then effective tax laws and regulations will gradually transition to the uniform 25% EIT rate by January 1, 2013. In addition, certain enterprises may still benefit from a preferential tax rate of 15% under the EIT Law if they qualify as "high and new technology enterprises strongly supported by the state," subject to certain general factors described in the EIT Law and the related regulations.

In December 2008, our PRC subsidiaries Baidu Online and Baidu Times were designated by the Beijing Municipal Science and Technology Commission as "high and new technology enterprise" under the EIT Law. In February 2009, Baidu Online and Baidu Times received the high and new technology enterprise certificates jointly issued by the Beijing Municipal Science and Technology Commission, Beijing Finance Bureau, and Beijing State and Local Tax Bureaus. Therefore, Baidu Online and Baidu Times are entitled to enjoy a preferential tax rate of 15% as long as they maintain their qualification as "high and new technology enterprise." If either or both of them fail to maintain the "high and new technology enterprise" qualification, their applicable EIT rate may increase to up to 25%, which could have a material adverse effect on our results of operations. We cannot assure you that we will be able to maintain our current effective tax rate in the future.

In 2006, our PRC subsidiary Baidu China was designated as a "software enterprise" by the Shanghai Municipal Information Commission and was entitled to a full exemption from the EIT from 2006 to 2007 and a 50% reduced rate from 2008 to 2010 based on then-effective tax laws and regulations. On April 24, 2009, the Ministry of Finance and the State Administration of Taxation jointly promulgated Circular on Issues concerning the Implementation of Preferential Policies for Enterprise Income Tax, or Caishui Circular 69. According to Caishui Circular 69, subject to verification, a qualified software enterprise established prior to January 1, 2008 may continue to enjoy the tax holidays previously granted to it as a "software enterprise." Where the software enterprise had already started to enjoy its tax holidays before 2008, it may continue to enjoy the remaining tax holidays from 2008 until the expiration of such tax holidays. Therefore, Baidu China may continue to enjoy a 50% reduced EIT rate from 2008 to

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2010. If Baidu China fails to maintain the qualification as a "software enterprise", its effective EIT rate will be increased, which could adversely affect our results of operations.

In addition, under the EIT Law and related regulations, dividends, interests, rent or royalties payable by a foreign-invested enterprise, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors, and proceeds from the disposition of assets (after deducting the net value of such assets) by such foreign enterprise investor, shall be subject to a 10% withholding tax unless such foreign enterprise investor's jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of withholding tax. Undistributed profits earned by foreign-invested enterprises prior to January 1, 2008 are exempted from any withholding tax. The British Virgin Islands, where Baidu Holdings Limited, the direct parent company of our PRC subsidiary Baidu Online, is incorporated, does not have such a tax treaty with China. Baidu (Hong Kong) Limited, which directly owns our PRC subsidiaries Baidu China and Baidu Times, was incorporated in Hong Kong. Hong Kong has a tax treaty with China that provides for a 5% withholding tax. However, if Baidu (Hong Kong) Limited is not considered to be the beneficial owner of dividends paid to it by Baidu China and Baidu Times under a tax notice promulgated on October 27, 2009, such dividends would be subject to withholding tax at a rate of 10%. See "Item 5.A. Operating and Financial review and Prospects — Operating Results — Taxation — PRC Enterprise Income Tax."

Our PRC subsidiaries historically have not paid dividends to us. If they declare and distribute dividends in the future, such dividend payments will be subject to withholding tax, which will increase our tax liability and reduce the amount of cash available to our company.

We may be deemed a PRC resident enterprise under the EIT Law, which could subject us to PRC taxation on our global income, and which may have a material adverse effect on our results of operations.

Under the EIT Law and related regulations, an enterprise established outside of the PRC with "de facto management bodies" within the PRC is considered a PRC resident enterprise and is subject to the EIT at the rate of 25% on its worldwide income. The related regulations define the term "de facto management bodies" as "establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise." The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Overseas Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or SAT Circular 82, on April 22, 2009. SAT Circular 82 provides certain specific criteria for determining whether the "de facto management body" of a Chinese-controlled overseas-incorporated enterprise is located in China. See "Item 5.A. Operating and Financial review and Prospects — Operating Results — Taxation — PRC Enterprise Income Tax." Although SAT Circular 82 applies only to overseas registered enterprises controlled by PRC enterprises, not to those controlled by PRC individuals, the determining criteria set forth in Circular 82 may reflect the State Administration of Taxation's general position on how the "de facto management body" test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises or individuals. If we are deemed a PRC resident enterprise, we may be subject to the EIT at 25% on our global income, except that the dividends we receive from our PRC subsidiaries may be exempt from the EIT to the extent such dividends are deemed as "dividends among qualified PRC resident enterprises." If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, a 25% EIT on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

Under the EIT Law, dividends payable by us and gains on the disposition of our shares or ADSs may be subject to PRC taxation.

If we were considered a PRC resident enterprise under the EIT Law, our shareholders and ADS holders who are deemed non-resident enterprises may be subject to the EIT at the rate of 10% upon the dividends payable by us or upon any gains realized from the transfer of our shares or ADSs, if such income is deemed derived from China, provided that (i) such foreign enterprise investor has no establishment or premises in China, or (ii) it has establishment or premises in China but its income derived from China has no real connection with such establishment or premises. If we were required under the EIT Law to withhold PRC income tax on our dividends payable to our non-PRC enterprise shareholders and ADS holders, or if any gains realized from the transfer of our

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shares or ADSs by our non-PRC enterprise shareholders and ADS holders were subject to the EIT, your investment in our shares or ADSs could be materially and adversely affected.

Our subsidiaries and consolidated affiliated entities in China are subject to restrictions on paying dividends and making other payments to us.

We are a holding company incorporated in the Cayman Islands and do not conduct any business operations other than investing in our subsidiaries and affiliated entities. As a result of our holding company structure, we currently rely primarily on dividend payments from our subsidiaries in China. However, PRC regulations currently permit payment of dividends only out of accumulated profits, as determined in accordance with PRC accounting standards and regulations. Our subsidiaries and consolidated affiliated entities in China are also required to set aside a portion of their after-tax profits according to PRC accounting standards and regulations to fund certain reserve funds. The PRC government also imposes controls on the conversion of RMB into foreign currencies and the remittance of currencies out of China. We may experience difficulties in completing the administrative procedures necessary to obtain and remit foreign currency. See "— Government control of currency conversion may affect the value of your investment." Furthermore, if our subsidiaries or consolidated affiliated entities in China incur debt on their own in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments. If we or any of our subsidiaries in China are unable to receive all of the revenues from our operations through these contractual or dividend arrangements, we may be unable to pay dividends on our ordinary shares and ADSs.

Governmental control of currency conversion may affect the value of your investment.

The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of China. We receive almost all of our revenues in RMB. Under our current structure, our income at the Cayman Islands holding company level will primarily be derived from dividend payments from our PRC subsidiaries. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiaries and consolidated affiliated entities to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy their foreign currency denominated obligations. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and expenditures from trade-related transactions, can be made in

foreign currencies without prior approval from the PRC State Administration of Foreign Exchange, or SAFE, by complying with certain procedural requirements. However, approval from appropriate government authorities is required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may also at its discretion restrict access in the future to foreign currencies for current account transactions. If the foreign exchange control system prevents us from obtaining sufficient foreign currency to satisfy our currency demands, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs.

PRC regulations relating to the establishment of offshore special purpose companies by PRC residents and registration requirements for employee stock ownership plans or share option plans may limit our ability to inject capital into our PRC subsidiaries, limit our subsidiaries' ability to increase their registered capital or distribute profits to us, or may otherwise adversely affect us.

SAFE has promulgated several regulations, including SAFE Circular No. 75, effective from November 2005, and its implementation rule issued in May 2007, that require PRC residents and PRC corporate entities to register with local branches of SAFE in connection with their direct or indirect offshore investment in an overseas special purpose vehicle, or SPV, for the purposes of overseas equity financing activities. These regulations apply to our shareholders who are PRC residents and may apply to any offshore acquisitions that we make in the future.

Under these SAFE regulations, PRC residents who make, or have previously made, direct or indirect investments in an SPV are required to register those investments. In addition, any PRC resident who is a direct or indirect shareholder of an SPV is required to update the previously filed registration with the local branch of SAFE, with respect to that SPV, to reflect any material change involving its round-trip investment, capital variation, such as an increase or decrease in capital, transfer or swap of shares, merger, division, long-term equity or debt

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investment or creation of any security interest. Moreover, the PRC subsidiaries of that SPV are required to urge the PRC resident shareholders to update their SAFE registration with the local branch of SAFE when such updates are required under applicable SAFE regulations. If any PRC shareholder fails to make the required SAFE registration or update the previously filed registration, the PRC subsidiaries of that SPV may be prohibited from distributing their profits and the proceeds from any reduction in capital, share transfer or liquidation, to their SPV parent, and the SPV may also be prohibited from injecting additional capital into their PRC subsidiaries. Moreover, failure to comply with the various SAFE registration requirements described above could result in liability under PRC laws for evasion of applicable foreign exchange restrictions.

We have notified holders of ordinary shares of our company whom we know are PRC residents to register with the local SAFE branch and update their registrations as required under the SAFE regulations described above. We are aware that Mr. Robin Yanhong Li, our chairman and chief executive officer and principal shareholder, who is a PRC resident, has registered with the relevant local SAFE branch. We, however, cannot provide any assurances that all of our shareholders who are PRC residents will file all applicable registrations or update previously filed registrations as required by these SAFE regulations. The failure or inability of our PRC resident shareholders to comply with the registration procedures set forth therein may subject such PRC resident shareholders to fines and legal sanctions, restrict our cross-border investment activities, or limit our PRC subsidiaries' ability to distribute dividends to or obtain foreign exchange-dominated loans from our company.

As it is uncertain how the SAFE regulations described above will be interpreted or implemented, we cannot predict how these regulations will affect our business operations or future strategy. For example, we may be subject to more stringent review and approval process with respect to our foreign exchange activities, such as remittance of dividends and foreign currency-denominated borrowings, which may adversely affect our results of operations and financial condition. In addition, if we decide to acquire a PRC domestic company, we cannot assure you that we or the owners of such company, as the case may be, will be able to obtain the necessary approvals or complete the necessary filings and registrations required by the SAFE regulations. This may restrict our ability to implement our acquisition strategy and could adversely affect our business and prospects.

In December 2006, the People's Bank of China promulgated the Administrative Measures of Foreign Exchange Matters for Individuals, setting forth the respective requirements for foreign exchange transactions by PRC individuals under either the current account or the capital account. In January 2007, SAFE issued implementing rules for the Administrative Measures of Foreign Exchange Matters for Individuals, which, among other things, specified approval requirements for certain capital account transactions such as a PRC citizen's participation in the employee stock ownership plans or stock option plans of an overseas publicly listed company. On March 28, 2007, SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company, or the Stock Option Rule. Under the Stock Option Rule, PRC citizens who are granted stock options by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly listed company, to register with SAFE and complete certain other procedures. We and our PRC employees who have been granted stock options are subject to these regulations. We have designated our PRC subsidiary Baidu Online to handle the registration and other procedures required by the Stock Option Rule. If we or our PRC optionees fail to comply with these regulations in the future, we or our PRC optionees and their local employers may be subject to fines and legal sanctions.

A regulation adopted in August 2006 establishes more complex procedures for acquisitions conducted by foreign investors, which could make it more difficult for us to pursue growth through acquisitions.

On August 8, 2006, six PRC regulatory agencies, namely, the PRC Ministry of Commerce, the State Assets Supervision and Administration Commission, the State Administration of Taxation, the State Administration for Industry and Commerce, the China Securities Regulatory Commission and SAFE, jointly adopted the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors, which became effective on September 8, 2006. Among other things, this regulation established additional procedures and requirements that could make merger and acquisition activities by foreign investors more time-consuming and complex. We may grow our business in part by directly acquiring complementary businesses in China. Complying with the requirements of this regulation to complete such transactions could be time-consuming, and any required approval processes, including

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obtaining approval from the Ministry of Commerce, may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

Fluctuation in the value of the RMB may have a material adverse effect on your investment.

The value of the RMB against the U.S. dollar and other currencies may fluctuate and is affected by, among other things, changes in China's political and economic conditions and foreign exchange policies. On July 21, 2005, the PRC government changed its decade-old policy of pegging the value of the RMB to the U.S. dollar. Under the revised policy, the RMB is permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. Following the removal of the U.S. dollar peg, the RMB appreciated more than 20% against the U.S. dollar over the following three years. Since July 2008, however, the RMB has traded within a narrow range against the U.S. dollar. It is difficult to predict how long the current situation may last and when and how the RMB exchange rates may change going forward.

Our revenues and costs are mostly denominated in RMB, while a significant portion of our financial assets are denominated in U.S. dollars. At the Cayman Islands holding company level, we rely entirely on dividends and other fees paid to us by our subsidiaries and consolidated affiliated entities in China. Any significant revaluation of RMB may materially and adversely affect our cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, our ADSs in U.S. dollars. For example, an appreciation of RMB against the U.S. dollar would make any new RMB denominated investments or expenditures more costly to us, to the extent that we need to convert U.S. dollars into RMB for such purposes. An appreciation of RMB against the U.S. dollar would also result in foreign currency translation losses for financial reporting purposes when we translate our U.S. dollar denominated financial assets into RMB, as RMB is our reporting currency. Conversely, a significant depreciation of the RMB against the U.S. dollar may significantly reduce the U.S. dollar equivalent of our earnings, which in turn could adversely affect the price of our ADSs.

We may incur substantial administrative and staffing cost due to the promulgation of the new labor contract law.

On June 29, 2007, the Standing Committee of the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. The Labor Contract Law contains substantial provisions with a view to improve job security and to protect the rights and interests of employees. In order to fully comply with the legal requirements under the Labor Contract Law, we may incur substantial administrative and staffing cost.

Risks Related to Our ADSs

The trading price of our ADSs has been volatile and may continue to be volatile regardless of our operating performance.

The trading price of our ADSs has been and may continue to be subject to wide fluctuations. During the period from August 5, 2005, the first day on which our ADSs were listed on the Nasdaq, until March 25, 2010, the trading prices of our ADSs ranged from \$44.44 to \$628.50 per ADS. The market price for our ADSs may continue to be volatile and subject to wide fluctuations in response to factors including the following

- actual or anticipated fluctuations in our quarterly operating results;
- changes in financial estimates by securities research analysts;
- conditions in Internet search and online marketing markets;
- changes in the operating performance or market valuations of other Internet search or Internet companies that are perceived to be comparable to us;
- announcements by us or our competitors of new products, acquisitions, strategic partnerships, joint ventures or capital commitments;
- addition or departure of key personnel;

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- fluctuations of exchange rates between RMB and the U.S. dollar;
- intellectual property litigation; and
- general economic or political conditions in China or elsewhere in the world.

In addition, the stock market in general, and the market prices for Internet-related companies and companies with operations in China in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. In particular, the global financial crisis and the ensuing economic recessions in many countries have contributed and may continue to contribute to extreme volatility in the global stock markets. These broad market and industry fluctuations may adversely affect the price of our ADSs, regardless of our operating performance. Volatility or a lack of positive performance in our ADS price may also adversely affect our ability to retain key employees, most of whom have been granted options or other equity incentives.

Substantial future sales or the perception of sales of our ADSs in the public market could cause the price of our ADSs to decline.

Sales of our ADSs in the public market, or the perception that these sales could occur, could cause the market price of our ADSs to decline. Such sales also might make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate. If any existing shareholder or shareholders sell a substantial amount of ADSs, the prevailing market price for our ADSs could be adversely affected. In addition, if we pay for our future acquisitions in whole or in part with additionally issued ordinary shares, your ownership interests in our company would be diluted and this, in turn, could have a material adverse effect on the price of our ADSs.

You may not have the same voting rights as the holders of our ordinary shares and may not receive voting materials in time to be able to exercise your right to vote.

Except as described in this annual report and in the deposit agreement, holders of our ADSs will not be able to exercise voting rights attached to the shares evidenced by our ADSs on an individual basis. Holders of our ADSs will appoint the depositary or its nominee as their representative to exercise the voting rights attached to the shares represented by the ADSs. You may not receive voting materials in time to instruct the depositary to vote, and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote. Upon our written request, the depositary will mail to you a shareholder meeting notice which contains, among other things, a statement as to the manner in which your voting instructions may be given, including an express indication that such instructions may be given or deemed given to the depositary to give a discretionary proxy to a person designated by us if no instructions are received by the depositary from you on or before the response date established by the depositary. However, no voting instruction shall be deemed given and no such discretionary proxy shall be given with respect to any matter as to which we inform the depositary that (i) we do not wish such proxy given, (ii) substantial opposition exists, or (iii) such matter materially and adversely affects the rights of shareholders.

You may not be able to participate in rights offerings and may experience dilution of your holdings as a result.

We may from time to time distribute rights to our shareholders, including rights to acquire our securities. Under the deposit agreement for the ADSs, the depositary will not offer those rights to ADS holders unless both the rights and the underlying securities to be distributed to ADS holders are either registered under the Securities Act of 1933, or exempt from registration under the Securities Act with respect to all holders of ADSs. We are under no obligation to file a registration statement with respect to any such rights or underlying securities or to endeavor to cause such a registration statement to be declared effective. In addition, we may not be able to take advantage of any exemptions from registration under the Securities Act. Accordingly, holders of our ADSs may be unable to participate in our rights offerings and may experience dilution in their holdings as a result.

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You may be subject to limitations on transfer of your ADSs.

Your ADSs are transferable on the books of the depositary. However, the depositary may close its transfer books at any time or from time to time when it deems expedient in connection with the performance of its duties. In addition, the depositary may refuse to deliver, transfer or register transfers of ADSs generally when our books or the books of the depositary are closed, or at any time if we or the depositary deems it advisable to do so because of any requirement of law or of any government or governmental body, or under any provision of the deposit agreement, or for any other reason.

You may face difficulties in protecting your interests, and your ability to protect your rights through the U.S. federal courts may be limited, because we are incorporated under Cayman Islands law, conduct most of our operations in China and all of our officers reside outside the United States.

We are incorporated in the Cayman Islands, and conduct most of our operations in China through our wholly owned subsidiaries and consolidated affiliated entities in China. All of our officers and a majority of our directors reside outside the United States and some or all of the assets of those persons are located outside of the United States. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon our senior executive officers, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws.

It may also be difficult or impossible for you to bring an action against us or against our directors and officers in the Cayman Islands or in China in the event that you believe that your rights have been infringed under the securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Cayman Islands and of China may render you unable to enforce a judgment against our assets or the assets of our directors and officers. There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will generally recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits. Moreover, our PRC counsel has advised us that the PRC does not have treaties with the United States or many other countries providing for the reciprocal recognition and enforcement of judgment of courts.

Our corporate affairs are governed by our memorandum and articles of association and by the Companies Law (2009 Revision) and common law of the Cayman Islands. The rights of shareholders to take legal action against our directors and us, actions by minority shareholders and the fiduciary responsibilities of our directors to and under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedents in the United States. In particular, the Cayman Islands has a less developed body of securities laws as compared to the United States, and provides significantly less protection to investors. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action before the federal courts of the United States.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests through actions against our management, directors or major shareholders than would shareholders of a corporation incorporated in a jurisdiction in the United States.

Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial.

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 10 votes per share. We issued Class A ordinary shares represented by our ADSs in our initial public offering. Certain of our major shareholders, including our co-founder, chairman and chief executive officer, Robin Yanhong Li, who acquired our shares prior to our initial public offering, hold our Class B ordinary shares. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not

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convertible into Class B ordinary shares under any circumstances. Upon any transfer of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder, such Class B ordinary shares shall be automatically and immediately converted into the equal number of Class A ordinary shares. In addition, if at any time Robin Yanhong Li and his affiliates collectively own less than 5% of the total number of the issued and outstanding Class B ordinary shares, each issued and outstanding Class B ordinary share shall be automatically and immediately converted into one share of Class A ordinary share, and we shall not issue any Class B ordinary shares thereafter.

Due to the disparate voting powers attached to these two classes, certain shareholders have significant voting power over matters requiring shareholder approval, including election of directors and significant corporate transactions, such as a merger or sale of our company or our assets. This concentrated control could discourage or prevent others from pursuing any potential merger, takeover or other change of control transactions with our company, which could deprive our shareholders and ADS holders of an opportunity to receive a premium for their shares or ADSs as part of a sale of our company and might reduce the price of our ADSs.

Our articles of association contain anti-takeover provisions that could adversely affect the rights of holders of our ordinary shares and ADSs.

Our articles of association include certain provisions that could limit the ability of others to acquire control of our company, and therefore may deprive the holders of our ordinary shares and ADSs of the opportunity to sell their shares or ADSs at a premium over the prevailing market price by discouraging third parties from seeking to obtain control of our company in a tender offer or similar transactions. These provisions include the following

- A dual-class ordinary share structure.
- Our board of directors has the authority, without approval by the shareholders, to issue up to a total of 10,000,000 preferred shares in one or more series. Our board of directors may establish the number of shares to be included in each such series and may fix the designations, preferences, powers and other rights of the shares of a series of preferred shares.
- Our board of directors has the right to elect directors to fill a vacancy created by the increase of the board of directors or the resignation, death or removal of a director, which prevents shareholders from having the sole right to fill vacancies on our board of directors.

We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequences to U.S. Holders.

Based on the market price of the ADSs and our ordinary shares, the composition of our income and assets and our operations, we believe that we were not a "passive foreign investment company," or PFIC, for United States federal income tax purposes for our taxable year ended December 31, 2009. However, we must make a separate determination each year as to whether we are a PFIC (after the close of each taxable year) and we cannot assure you that we will not be a PFIC for our current taxable year ending December 31, 2010 or any future taxable year. A non-U.S. corporation will be considered a PFIC for any taxable year if either (1) at least 75% of its gross income is passive income or (2) at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income. The future value of our assets is generally determined by reference to the market price of our ADSs and ordinary shares, which may fluctuate considerably. If we were treated as a PFIC for any taxable year during which a U.S. Holder held an ADS or an ordinary share, certain adverse U.S. federal income tax consequences could apply to the U.S. Holder. See "Item 10.E. Additional Information — Taxation — United States Federal Income Taxation — Passive Foreign Investment Company."

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Item 4. Information on the Company

A. History and Development of the Company

We were incorporated in the Cayman Islands in January 2000. Since our inception, we have conducted our operations in China principally through Baidu Online, our wholly owned subsidiary in Beijing, China. Since June 2001, we also have conducted part of our operations in China through Baidu Netcom, a consolidated affiliated entity in Beijing, China, which holds the licenses and approvals necessary to operate our websites and provide online advertising services. In more recent years, we have established additional PRC subsidiaries and assisted in establishing additional PRC consolidated affiliated entities to conduct part of our operations. We formally launched a Japanese search service in January 2008 and now have three subsidiaries in Japan.

On August 5, 2005, we listed our ADSs on The Nasdaq National Market (later renamed The Nasdaq Global Market) under the symbol "BIDU." We and certain selling shareholders of our company completed the initial public offering of 4,604,224 ADSs, each representing one Class A ordinary share, on August 10, 2005. Our ADSs currently trade on The Nasdaq Global Select Market, a segment of The Nasdaq Global Market.

In December 2008, our shareholders approved our name change from Baidu.com, Inc. to Baidu, Inc. In November 2009, we moved into our new corporate headquarters, which we name as Baidu Campus. Our principal executive offices are located at Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, the People's Republic of China. Our telephone number at this address is +86 (10) 5992-8888.

B. Business Overview

We are the leading Chinese language Internet search provider. As a technology-based media company, we aim to provide the best way for people to find information. In addition to serving Internet search users, we provide an effective platform for businesses to reach potential customers. According to a market survey announced by iResearch Consulting Group, a third-party market research firm, our search engine Baidu.com accounted for 76.0% of the total Chinese language web search market in China in 2009, as measured by the number of Chinese language web search requests handled. According to Alexa.com, our Baidu.com website was the largest website in China, as measured by user traffic during the three-month period ended December 31, 2009.

We established our subsidiary Baidu Japan in December 2006 and offered a trial version of our Japanese search services beginning in March 2007. In January 2008, we formally launched our Japanese search services at www.baidu.jp, run by Baidu Japan. Our Japanese search services enable users to find relevant information online, including web pages, images, multimedia files and blogs, through links provided on our websites.

We serve three types of online participants

Users. We primarily offer a Chinese language search platform on our website Baidu.com. We provide Chinese language Internet search services to enable users to find relevant information online, including web pages, news, images and multimedia files, through links provided on our websites. We also offer online community-based products and entertainment platforms such as Baidu Post Bar, Baidu Knows and Baidu Space. In addition, we offer Baidu Hi, an instant messaging service, and Baidu Youa, a consumer-oriented e-commerce platform.

Customers. We design and deliver our online marketing services on our website Baidu.com to our P4P customers and other customers who require our tailored online marketing solutions. Our auction-based P4P services enable our customers to bid for priority placement of their links in keyword search results. We believe we were the first auction-based P4P service provider in China. Our online advertising services allow customers to use both query sensitive and non-query sensitive advertising services, including text links, graphical advertisements and other forms of online advertising. Our P4P customers are those who primarily use our auction-based P4P services, and our tailored solutions customers are those to whom we provide marketing solutions, which may consist of one or more forms of our online advertising services as well as P4P services. In the fourth quarter of 2009, we had approximately 223,000 active online marketing customers.

Baidu Union Members. Baidu Union includes a large number of third-party web content and software providers. Baidu Union members can display on their properties our customers' promotional links that match

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the content of such members' properties. Some Baidu Union members also incorporate a Baidu search box or toolbar into their websites. We provide high-quality and relevant search to their users, and in return gain the benefit of increased traffic. When our customers' promotional links are displayed on Baidu Union members' websites, we share the fees generated by clicks on these links with the owners of these Baidu Union websites.

Products and Services for Users

We focus on offering products and services that enable our users to find relevant information quickly and easily. We offer the following products and services at Baidu.com to users free of charge. Some of these products and services are also available at m.baidu.com and wap.baidu.com, our websites for users who access our services through mobile Internet devices, including wireless application protocol (WAP) enabled mobile phones.

Baidu Web Search. Baidu's web search allows users to locate information, products and services using Chinese language search terms. Through our search software, we build and continuously refine a large database of Chinese synonyms and closely associated phrases, which is essential for accurate and efficient execution of Chinese language searches. The Baidu.com home page prominently features a search box that is designed to load quickly. After entering a search query, users are generally presented with a list of search results, which may include our customers' links marked as sponsored links. Users can then access the desired websites by clicking on the hypertext links displayed in the search results.

In addition to providing access to billions of indexed Chinese language web pages, we have integrated additional features into our web search that help users find information more easily. The Baidu web search includes features such as

- Related Search — provides alternative search terms based on the original queries to help users find relevant web pages quickly.
- Search in Results — enables users to conduct additional searches within the initial search results.
- Search Term Suggestion — Displays a list of suggested search terms as the user inputs words into the search box.
- Search by Chinese Phonetics (Pinyin) — enables users to conduct quick searches by entering Chinese phonetics with letters of the English alphabet instead of Chinese characters.
- Spell Checker — suggests alternate search terms when a search appears to contain misspellings or typing errors.
- Advanced Search — enables users to create more focused queries by employing techniques such as narrowing results to specified words or phrases, document formats, geographic regions, time frames or websites.
- Snapshots — provides snapshots of web pages taken when the pages were indexed, allowing users to view web pages that cannot be quickly or easily opened.
- Stock Quotes — provides links to stock information of companies listed on the stock exchanges in China.
- Weather, Train and Flight Schedules — enables users to check weather, domestic train and flight schedules as well as schedules of international flights departing from or arriving in China.
- News, Knows, Post Bar, MP3, Images, Video, and Space Information — displays search results from other Baidu products including Baidu News, Baidu Knows, Baidu Post Bar, Baidu MP3 Search, Baidu Image Search and Baidu Video Search.

Baidu Post Bar. Baidu Post Bar provides users with a query-based searchable community to exchange views and share knowledge and experiences. The community can be further expanded by users posting new topics that have not been covered in the community before. In Baidu Post Bar, users can search, read and browse Internet message boards and post messages to other members of the community. Baidu Post Bar covers a broad range of topics and interest areas, such as society, technology, sports, entertainment and fashion. It also provides video-sharing capabilities, which allow users to post and share video clips in approximately 88,000 online communities.

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Baidu News. Baidu News provides links to an extensive selection of local, national and international news and presents news stories in a searchable format, typically within minutes of their publication on the web. Baidu News uses an automated process to display links to related headlines, which enables users to see many

different viewpoints on the same story. Baidu News is typically updated every three to five minutes throughout the day. Users also can choose to have links of specific types of news articles (e.g., financial news) or news articles containing specific keywords delivered to their email accounts. We hold a license to provide Internet news services issued by the State Council News Office.

Baidu Knows. Baidu Knows provides users with a query-based searchable community to share knowledge and experiences. Through Baidu Knows, registered members of Baidu Knows can post specific questions for other members to respond and also answer questions of other members. Any users of our websites can also search, read and browse questions and answers by registered members of Baidu Knows. Baidu Knows contains a broad range of subjects.

Baidu MP3 Search. Baidu MP3 Search provides algorithm-generated links to songs and other multimedia files provided by Internet content providers. Users can also sort Baidu MP3 Search links by various categories, including lists of top songs and artists, which are updated automatically, generally every week, based on the number of clicks. On the Baidu MP3 Search site, we and more than 160 content providers, including some record labels, jointly offer Baidu New Song Debut, a channel that offers users the newest content from some artists of these labels in streaming format. Another channel of the Baidu MP3 Search site is Baidu Online Radio Alliance, which provides users with radio programs from around 90 national and regional broadcast stations.

Baidu Image Search. Baidu Image Search enables users to search millions of images on the Internet. Baidu Image Search offers advanced features, such as search by image size, color or image file type. Image listings are organized by various categories which are updated automatically through algorithms.

Baidu Video Search. Baidu Video Search enables users to search for and access through hyperlinks online video clips that are hosted on third parties' websites.

Baidu Space. Baidu Space allows registered users to create personalized homepages in a query-based searchable community. Registered users can post their Web logs, or blogs, photo album and certain personal information on their homepages and establish their own communities of friends who are also registered users. Registered users also can set limit on the access to certain content on their homepages.

Other Search and Community Products. We are continuously developing and introducing new products and services to make Baidu.com more attractive to our users. In addition to the products described above, we currently offer a variety of online search and community products, including but not limited to the following (arranged by alphabetical orders)

Baidu Ancient Chinese Literature Search. Jointly developed by us and Beijing Guoxue Times Culture Transmission Co., Ltd., Baidu Ancient Chinese Literature Search allows users to search and peruse ancient Chinese masterpieces covering literature, history, religion, philosophy, arts and other essential components of the traditional Chinese culture within our online database. We have created the first online database of ancient Chinese literature in the world to serve and benefit users who appreciate the profound Chinese culture.

Baidu Blind Search. Baidu Blind Search is designed to assist visually impaired users to conduct a more effective search by removing certain advertisement, images and other content that may interrupt with the functioning of viewing software used by visually impaired users.

Baidu Blog Search. We offer a trial version of Baidu Blog Search, which allows users to search Chinese language blogs on the Internet.

Baidu Book Search. Through collaboration with a number of partners in book publishing and distribution, we offer a trial version of Baidu Book Search, which allows users to search for and view information relating to specific books, such as title, author, publisher, price, brief introduction and table of contents. Due to copyright reasons, Baidu Book Search does not provide the full text of books.

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Baidu Culture Sharing Search. We offer a trial version of Baidu Culture Sharing Search, which allows users to search information specifically relating to the Chinese culture from billions of indexed Chinese web pages.

Baidu Data Center. Baidu Data Center is an online channel providing research reports, news and other content relating to more than 10 industry sectors such as cosmetics, IT training, automobiles, online games and real estate. These industry-specific research reports are developed primarily by mining search queries data generated on our websites. Users registered with Baidu Data Center can download these reports for market research purpose.

Baidu Dictionary. Baidu Dictionary provides users with lookup and text translation services between Chinese and English.

Baidu Educational Website Search and University Search. Baidu Educational Website Search allows users to limit their searches to the websites of educational institutions. Baidu University Search allows users to search information on or browse through the websites of specific universities in China.

Baidu Encyclopedia. Baidu Encyclopedia is an evolving encyclopedia compiled by registered Internet users. Registered users can share their knowledge by adding new terms and new content in Baidu Encyclopedia. Any users of our Baidu.com website can also search, read and browse all terms and content contributed by registered users of Baidu Encyclopedia.

Baidu Entertainment. Baidu Entertainment is an online channel devoted exclusively to entertainment-related news and content. Users can search or browse through news and other information relating to specific stars, movies, television series and music.

Baidu Frequently Used Information Search. Baidu Frequently Used Information Search enables users to quickly search certain frequently used information, e.g., weather, map, train and flight schedules, television schedules, stock prices, etc.

Baidu Games Related Channels. Baidu Games is a channel where registered users can play games provided by our online game operator partners. In November 2009, we launched Baidu Games Hall, which allows registered users play certain "casual" online games after downloading a client-end application.

Baidu Government Information Search. Baidu Government Information Search allows users to search various regulations, rules, notices and other information announced by PRC government entities.

Baidu Hexun Finance. We operate a financial information website, Baidu-Hexun Finance, in collaboration with Hexun.com, a financial information service provider in China with news reporting and securities consulting licenses. Users can search or browse through economic and financial news, information relating to personal wealth management and related market statistics.

Baidu Legal Search. Baidu Legal Search, which was jointly developed by Chinalawinfo.com and us, enables users to search a database that contains national and local laws and regulations, cases, legal decisions, and law dictionaries.

Baidu Local Search. Baidu Local Search allows users to limit their searches to specific provinces in China.

Baidu Map Search. We offer a trial version of Baidu Map Search using our self-developed geographic information system (GIS) platform, aiming at enriching our users' navigation experience. Baidu Map Search enables users to search online maps of over 380 large and medium sized cities in China. Users have the option to type search terms into a single search box to find a particular place, points of interest, such as restaurants, hotels, schools, banks, etc., near a particular place, or get driving directions and public transportation routes.

Baidu Mobile Search and Related Products. Baidu Mobile Search enables users to access our search and community-based products and services such as Baidu News, Baidu Post Bar, Baidu Knows and Baidu Map Search using mobile Internet devices, including WAP-enabled mobile phones. In May and October 2009, we entered into partnership arrangements with China Telecom and China Unicom, two mobile carriers in China, respectively, to provide mobile search for their 3G mobile service subscribers. Under these arrangements, our mobile search service will be embedded in the mobile carriers' selected 3G phone modules. Their

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mobile subscribers will be able to use the pre-installed applications to access various Baidu products and services available to mobile phone users.

In November 2009, we launched trial versions of Baidu Palm and Baidu Mobile Phone Input Method, two user-end software products designed specifically for mobile phone users. By downloading and installing Baidu Palm, mobile phone users can access various Baidu products including Baidu Web Search, Baidu News, Baidu Map Search, Baidu Post Bar and Baidu Knows without the need to make multiple registrations. Baidu Mobile Phone Input Method supports multiple methods of inputting Chinese characters on mobile phones and is designed to allow mobile phone users to conduct searches more efficiently.

Baidu Patent Search. Baidu Patent Search is operated in cooperation with the China Patent Information Center under the State Intellectual Property Office of the PRC. Baidu Patent Search enables users to search for specific Chinese patents and provides basic patent information in the search results, including the patent's name, application number, filing date, issue date, inventor information and brief description of the patent.

Baidu Personalized Web Page. We offer Baidu Personalized Web Page, which allows users to choose from certain pre-set options of Baidu products and arrange the options based on their own preference to create their personalized Baidu search page.

Baidu Postal Code Search. Baidu Postal Code Search enables our users to search postal codes in 354 cities in China.

Baidu Search and Store. We offer a trial version of Baidu Search and Store, which is a free online bookmarking service that allows registered users to bookmark, store and organize website links in an online space and conduct searches within the bookmarked websites.

Baidu Search Ranking and Search Index. Baidu Search Ranking provides listings of top search terms based on daily search queries entered on Baidu.com. The listings are organized by categories and allow users to easily locate popular search terms on topics of interest. We also offer Baidu Search Index, which shows how frequently a given search term is entered into Baidu sites, together with other relevant information such as its historical trend, geographic distribution and demographic distribution.

Baidu Senior Citizen Search. In October 2009, we launched a new version of web search specifically designed for senior users. Supported by Hanvon, Senior Citizen Search allows users to handwrite search terms in Chinese by moving around the mouse and produce search results more tailored to senior users' interests and experiences. It also selects websites that may be of interest to senior users and organizes these into categories and subjects.

Baidu Statistics Search. Baidu Statistics Search enables users to search statistics that have been published by the PRC government since 1949. The statistics are provided to us by a third party in Beijing.

Baidu Web Directory. Baidu Web Directory enables users to browse and search through websites that have been organized into categories. We also operate Hao123.com, a popular Chinese web directory navigation site in China.

Baidu Yellow Page Search. We offer a trial version of Baidu Yellow Page Search. Jointly developed with China Telecom, Baidu Yellow Page Search allows users to conduct online searches for local business information in specific localities in China. The information is derived from yellow page phone books published by China Telecom.

Other Products and Services

Baidu Hi. In June 2008, we launched a trial version of our instant messaging service Baidu Hi. In addition to the major instant messaging functions of chat, grouping, and personalization, Baidu Hi also integrates the search services, online communities and various other features that we provide.

Baidu E-Commerce. In October 2008, we launched a trial version of Baidu You, a consumer-oriented e-commerce platform. Through Baidu You, merchants can sell their products and services at Baidu-registered stores. Customers can use a Baidu-branded online payment system, BaiduPay, to make purchases. In addition to possessing the features and functions of traditional consumer-to-consumer (C2C) online trading platforms, Baidu You also focuses on providing consumers with large amount of rich, useful information about the products or

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services that they are interested in purchasing, such as detailed product or service features, similar products or services, user-generated comments and news or reviews about the products or services available on the Internet. Baidu You's services are supported by a constantly updated database of merchandise information, which also includes user-generated comments.

In January 2010, we entered into an agreement with Rakuten, Inc., the largest e-commerce website in Japan, to form a joint venture to build a business-to-business-to-consumer (B2B2C) online shopping mall for Chinese Internet users. We expect to work with Rakuten, Inc. to build the online shopping mall to provide customers with high-quality merchandise from well-known Chinese and foreign brands as well as SMEs at competitive prices. Rakuten owns 51% and we own 49% of the new joint venture.

Baidu Desktop Search. Baidu Desktop Search is a free, downloadable software which enables users to search all files saved on their computer without launching a web browser.

Baidu Toolbar. Baidu Toolbar is a free, downloadable software which, once installed, shows up on a browser's tool bar and makes our search function readily available on every web page that a user browses.

Baidu Safety Center. Baidu Safety Center provides users with free virus scanning, system repair and online security evaluations.

Baidu Anti-Virus. Baidu Anti-Virus is an online marketplace where we collaborate with major Chinese and international anti-virus software companies to offer our users the latest anti-virus software products and computer virus-related news.

Baidu Internet TV. Baidu Internet TV (also known as Baidu Movies and Televisions) allows users to search, watch and download free movies, television series, cartoons, variety shows and certain other programs hosted on our servers. The programs have been provided to us by content providers, which have represented to us that they have valid copyrights to those programs.

In February 2010, we and Providence Equity Partners, a private equity firm, signed an agreement, pursuant to which Providence Equity Partners invested \$50.0 million in March 2010 into Ding Xin, Inc., a Cayman Islands company newly established by us. Ding Xin, Inc. and entities under its control will operate the Baidu Internet TV channel and develop an advertising supported online video business.

Baidu Japanese Language Search. In January 2008, after completing a Beta test that last nearly a year, we formally launched our Japanese search services at www.baidu.jp, run by our Japanese subsidiary, Baidu Japan. Our Japanese search services currently offer web search, image search, video search and blog search capabilities. In September 2009, we launched a trial version of mobile search service in Japan. In December 2009, we launched Baidu Type, a Japanese input method for PC users.

Products and Services for Customers

We focus on providing customers with cost-effective and targeted marketing solutions. We generate almost all of our revenues from online marketing services.

Online Marketing Services

P4P. Our P4P platform enables our customers to reach users who search for information related to their products or services. Customers may use our automated online tools to create text-based descriptions of their web pages and bid on keywords that trigger the display of their web page information and link. Our P4P platform features an automated online sign-up process that allows customers to activate their accounts at any time.

Our P4P platform is an online marketplace that introduces Internet search users to customers who bid for priority placement in the search results. Our intelligent ranking system takes into consideration the "quality factor" of a keyword in addition to the price bid on the keyword. The quality factor of a keyword is determined based on the relevance of a keyword and certain other factors. The relevance of a keyword is determined based on our analysis of past search and click-through results. Links to customers' websites are ranked according to a comprehensive ranking index, calculated based on both the quality factor of a keyword and the price bid on that keyword. Our P4P

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online marketing customers may choose to set a daily limit on the amount spent and may also choose to target only users accessing our website from specified regions in China and/or during specific time period of the day.

We offer certain customers value-added consultative services that help to maximize their return on investment, or ROIs, including

- *Keyword Suggestions* — We suggest synonyms and associated phrases to use as keywords or text in search listings. These suggestions can improve click-through rates of the customer's listing and increase the likelihood that a user will enter into a transaction with the customer.
- *Account Management* — We help manage customers' P4P accounts by, among other things, adjusting keywords from time to time at their request to help increase the click-through rate for their listings.
- *Performance Reporting* — We provide our customers online daily reports that contain a variety of data, such as the number of click-throughs, clicked keywords, total costs incurred, and statistics organized by geographic region.

In April 2009, we officially launched Online Marketing Professional Edition, also known as Phoenix Nest, a new online marketing system. In December 2009, we completed the switch from our previous auction-based online marketing system, which we refer to as Online Marketing Classic Edition, to Phoenix Nest. Through an enhanced algorithm that generates more relevant advertisements and provides customers with additional tools and information to help them better manage their spending and achieve higher ROI, Phoenix Nest is designed to improve relevance in paid search and increase value for customers, thus driving monetization efficiency. Because Phoenix Nest is still relatively new, there is no assurance that we will be able to retain existing customers or attract new customers to use it. See "Item 3.D, Risk Factors — Risks Related to Our Business — If we fail to retain existing customers or attract new customers for our online marketing services, our business and growth prospects could be seriously harmed."

Network Marketing. Using our ProTheme contextual promotion technology, we offer Network Marketing, a service that enables our customers' textual or graphical promotional links to be displayed on the properties of Baidu Union members where the customers' links are relevant to the subject and content of such Baidu Union members' websites. We generate revenues from our Network Marketing service based on the number of clicks on our customers' links and share the revenues with our Baidu Union members in accordance with pre-agreed terms.

Fixed Ranking. Our fixed ranking services allow our customers to display query sensitive text links at a designated location on our search results pages. Our customers pay us an amount based primarily on the location of their text links on our web pages.

Targetizement. We offer services, branded "Targetizement," that enable our customers to reach their targeted Internet users by displaying their advertisements only when their targeted Internet users browse certain Baidu web pages. The customers pay us a fee based on the number of clicks on their advertisements.

Baidu TV. We operate our advertising service, Baidu TV, in partnership with Ads it! Media Corporation, an online advertising agency and technology company. Baidu TV provides advertisers access to the websites of our Baidu Union members, allowing advertisers to choose websites on which they post their video advertisements with the aid of our advertisement targeting and matching system. The customers pay us a fee based on the number of effective views on their advertisements. An effective view is counted when a video advertisement runs at least five seconds before a viewer closes it.

Brand-Link. We offer a brand advertising service, Brand-Link. When Internet users conduct a keyword search using brand names of our customers who subscribe to our Brand-Link services, the search will generate a wide range of brand-specific content, including news reports, promotional announcements, product information and marketing campaigns. The customers pay us a fee based on the duration of the placement of the brand-specific content.

Other Forms of Online Advertising. Other forms of our online advertising services allow customers to display query sensitive and non-query sensitive advertisements on our websites, including graphical advertisements. Our advertising contracts are generally of short term. Standard rates for online advertisements vary

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depending on several factors, including the term of the contract, channel and traffic reach and the size and position of the advertisement on our web pages.

In addition to the marketing services described above, from which we generate our online marketing revenues, we also offer a variety of value-added services and platforms designed to aid our online marketing customers in determining their best marketing solutions and better managing their marketing spending. Baidu Compass is a platform that helps our online marketing customers, primarily medium and large enterprises, to determine their best marketing solutions based on our analysis of search user behaviors. Baidu Holmes is a platform that helps our online marketing customers to evaluate the effect of our online marketing solutions by providing various data and analyses that could be used to monitor ROIs. Baidu Union members can also benefit from Baidu Holmes in better managing their websites through the data and analyses provided by this platform. My Marketing Center is a customized platform integrating industry information, market trends and business and industry news and reports to assist existing customers in their sales and marketing efforts. The platform combines our vast resources in online information search and aggregation to help customers make better use of search marketing tools to improve customer targeting, increase sales and enhance brand impact.

Baidu Union

Baidu Union consists of a large number of third-party web content and software providers. Baidu Union members can display on their properties our customers promotional links that match the content on such members' properties. Some Baidu Union members also incorporate a Baidu search box or toolbar into their websites. Their users can conduct search via the Baidu search box or toolbar and can click on our customers' promotional links located on their properties. Our relationships with Baidu Union members allow them to provide high-quality and relevant search results to their users without the costs associated with building and maintaining advanced search capabilities in-house. Moreover, our Baidu Union members can monetize their traffic and content through revenue sharing arrangements with us, which are based on the number of click-throughs from their users on our customers' promotional links. The click-throughs can be either on our customers' promotional links reached through the Baidu search box or toolbar located on the Baidu Union members' websites or directly on our customers' promotional links located on the Baidu Union Members' properties. We intend to recruit additional Baidu Union members to further increase traffic to our Baidu.com website.

Our Customers

Online Marketing. We serve a broad range of online marketing customers consisting of SMEs throughout China, large domestic corporations and Chinese divisions or subsidiaries of large, multinational corporations. We have a diverse customer base in terms of industries and geographical locations. The industries in which our customers operate include medical, machinery, education, franchising, electronic products, e-commerce, ticketing, tourism, information technology services, consumer products, real estate, entertainment, financial services, and other industries. Customers in the top five industries contributed approximate 50% of our total online marketing revenues in 2009. Although we have customers located throughout China, we have a more active and larger customer base in coastal regions, reflecting the current general economic demographics in China.

Our online marketing customers are increasingly seeking marketing solutions with measurable results in order to maximize their ROI. In response to this trend, we manage our sales activities for our online marketing services around two key customer categories: P4P customers and tailored solutions customers.

- *P4P Customers* — Our P4P customers are those who primarily use our auction-based P4P services. They are generally SMEs with modest marketing budgets and, as a result, require cost-effective online marketing solutions to reach their potential customers. Our P4P platform allows them, directly or through our distributors, to easily manage their online marketing spending on a prepaid basis.
- *Tailored Solutions Customers* — Our tailored solutions customers generally seek solutions to meet certain pre-determined performance metrics, such as number of click-throughs, duration of placement, number of converted users and number of telephone calls. They are generally medium and large enterprises with dedicated online marketing budgets. Depending on their objectives and desired end results, we design

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customized performance-based solutions comprising of P4P, fixed ranking and other query and non-query sensitive marketing services.

Sales and Distribution

We sell our online marketing services directly and through our distribution network. Historically, we have acquired our P4P customers primarily through our nationwide network of third-party distributors and, to a lesser extent, through our direct sales force. In early 2005, we started to establish direct sales offices in a number of major cities in China. Currently, we have direct sales presence in Shanghai, Beijing and major cities in Guangdong Province.

Our distributors provide numerous services, including identifying customers, collecting payments, assisting customers in setting up accounts with us, suggesting keywords to maximize ROI and engaging in other marketing and educational services aimed at acquiring customers. We offer discounts to distributors as consideration for their services. We have relied on distributors for several reasons. Our P4P customer base in China is geographically diverse and fragmented, as most of our P4P customers are SMEs located in different regions in China. Moreover, SMEs are generally less experienced with online marketing as compared to large companies and therefore benefit from the extensive services provided by distributors. Finally, secure online payment and credit card systems are in early stages of development in China. Distributors serve as an important channel to reach SME customers throughout China and collect payments from them.

We offer our tailored marketing solutions to medium and large corporate customers through third-party agencies and our direct sales force. We have local sales staff in Beijing, Shanghai and major cities in Guangdong Province, including Shenzhen, Guangzhou, and Dongguan, covering the largest regional markets for our online advertising services.

Marketing

Historically, our user base grew primarily through word-of-mouth. We focus on continuously improving the quality of our products and services, as we believe satisfied users and customers are more likely to recommend our products and services to others. Through these efforts and the increased use of the Internet in China, we have built our brand with modest marketing expenditures.

Our initial public offering in 2005 and subsequent positive media coverage have significantly enhanced our brand recognition. In addition, we have implemented a number of marketing initiatives designed to promote our brand awareness among potential users and customers. For example, we purchased advertisements shown during CCTV's 2009 Spring Festival Gala, the most watched show on China's largest nationwide television network. We have also conducted cross-marketing activities with a number of leading consumer brands.

In addition, with the assistance from our distributors, we conduct localized marketing activities tailored to potential customers in various regions. We also organize and sponsor seminars and discussion forums targeted at existing and potential customers.

Competition

The Internet search industry in China is rapidly evolving and highly competitive. Our primary competitors include U.S.-based Internet search providers providing Chinese language Internet search services and Chinese Internet companies. We compete with these entities for both users and customers on the basis of user traffic, quality (relevance) and quantity (index size) of search results, availability and ease of use of our products and services, the number of customers, distribution channels and the number of associated third-party websites. We also face competition from traditional advertising media. Furthermore, our instant messaging and e-commerce services face competition from leading providers of these services in China.

U.S.-based Internet Search Providers. U.S.-based Internet search providers such as Google and Microsoft have a strong global presence, well-established brand names, more users and customers and significantly greater financial resources than we do. Google's Chinese website google.cn is our major competitor in Chinese language

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search. We may also continue to face competition from other existing competitors and new entrants in the Chinese language search market.

Chinese Internet Companies. Chinese Internet portals such as Sohu, Netease and Tencent offer a broad range of online services, including search service. Sohu has its own search engine, "Sogou," and Tencent also has its own search engine, "SOSO." Each of our Chinese competitors has generated significant traffic, a loyal user base and a large and broad customer base. These portals have widely recognized brand names in China and some have greater financial resources than we do. We compete with these portals primarily for user traffic and online advertising. In addition, we compete with B2B service providers such as Alibaba, which also offers search services on its websites.

Other Advertising Media. Other advertising media, such as newspapers, yellow pages, magazines, billboards and other forms of outdoor media, television and radio, compete for a share of our customers' marketing budgets. Large enterprises currently spend a relatively small percentage of their marketing budgets on online marketing as compared to the percentage they spend on other advertising media.

Instant Messaging and E-commerce Service Providers. Baidu Hi, our instant messaging service, competes primarily with Tencent's QQ and MSN Messenger. Baidu Youa, our e-commerce platform, faces competition primarily from e-commerce service providers such as Alibaba's Taobao, Tencent's Paipai and Eachnet, a joint venture of eBay and Tom Online.

Technology

We provide our web search and P4P technology using our network of computers running customized software developed in-house. Our key technologies include

Web Search Technology

Our web search technology applies a combination of techniques to determine the importance of a web page independent of a particular search query and the relevance of that page to a particular search query.

Link Analysis Techniques. Link analysis is a technique that determines the relevance between a user query and a web page by evaluating the combination of the

anchor texts and the number of web pages linked to that web page. We treat a link from web page A to web page B as a “vote” by page A in favor of page B. The subject of the “vote” is described in the anchor texts of that link. The more “votes” a web page gets, the higher the relevance. We compare search queries with the content of web pages to help determine relevance. Our text-based scoring techniques do more than count the number of times a search term appears on a web page. For example, our technology determines the proximity of individual search terms to each other on a given web page, and prioritizes results where the search terms are near each other. Other aspects of a page’s content are also considered. By combining link analysis with our information extraction techniques, we are able to deliver relevant search results.

Information Extraction Techniques. We extract information from a web page using high performance algorithms and information extraction techniques. Our techniques enable us to understand web page content, delete extraneous data, build link structures, identify duplicate and junk pages and decide whether to include or exclude a web page based on its quality. Our techniques can process millions of web pages quickly. In addition, our anti-spamming algorithms and tools can identify and respond to spamming web pages quickly and effectively.

Web Crawling Techniques. Our powerful computer clusters and intelligent scheduling algorithms allow us to crawl Chinese web pages efficiently. We can easily scale up our system to collect billions of Chinese web pages. Our spider technology enables us to refresh web indices at intervals ranging from every few minutes to every few weeks. We set the index refresh frequency rate based on our knowledge of Internet search users’ needs and the nature of the information. For example, our news index is typically updated every three to five minutes throughout the day given the importance of timely information for news. We also mine multimedia and other forms of files from web page repositories.

In December 2008, we announced Project Aladdin, an ongoing research and development effort aimed at uncovering useful parts of the “Hidden Web,” the part of the Internet that existing search engine technology may not be able to index, in order to enrich search results for our users.

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Chinese Language Processing Techniques. We analyze and understand Chinese web pages by processing word-segmentation and utilizing an encoding method based on Chinese language characteristics. For example, we can identify Chinese names on a web page. When a user searches for a person based on the person’s Chinese name, we can display the web pages that are specifically related to that person. We also mine user behavior and search interests from our large search query logs. We provide additional web search features such as advanced search, spell check and search by Chinese phonetics (Pinyin).

P4P Technology

Our P4P platform serves millions of relevant, targeted sponsored links each day based on search terms users enter or content they view on the web page. Our key P4P technology includes

P4P Auction System. We use a web-based auction system to enable customers to bid for positions and automatically deliver relevant, targeted promotional links on Baidu’s properties and Baidu Union members’ properties. The system starts by screening the relevance between the sponsored links and a particular query. Our intelligent ranking system takes into consideration the quality factor of a keyword in addition to the price bid on the keyword. The quality factor of a keyword is determined based on the relevance of the keyword and certain other factors. The relevance of a keyword is determined based on the analysis of past search and click-through results. Links to customers’ websites are ranked according to a comprehensive ranking index, calculated based on both the quality factor of a keyword and the price bid or that keyword. We employ a dynamic mechanism for the determination of the minimum bidding price for each keyword. For determination of cost per click, or CPC, the system uses an automatic price reducing mechanism which automatically lowers the CPC to the minimum needed to maintain the desired position.

In December 2009, we completed the switch from Online Marketing Classic Edition, our previous auction-based online marketing system, to Phoenix Nest, our new online marketing system. Compared with the previous auction system, Phoenix Nest, which is designed to generate more relevant advertisements, can help customers to more easily find users’ favorite search terms to bid on, and provides customers with more tools for budget management and more data for the effective measurement of ROI.

P4P Billing System. We record every click and charge customers a fee by multiplying the number of clicks by the CPC. Our system is designed to detect fraudulent clicks based on factors such as click patterns and timestamps. This system also computes the amount a Baidu Union member or a distributor should be paid. The billing information is integrated with our internal Oracle ERP financial system.

P4P Customer Service System. This system manages customer information such as targeted keywords, costs per click and performance analysis.

ProTheme Contextual Promotion Technology. Our ProTheme technology employs techniques that consider factors such as theme finding, keyword analysis, word frequency and the overall link structure of the web to analyze the content of individual web pages and to match sponsored links in our P4P platform to the web pages almost instantaneously. With this targeting technology, we can automatically provide contextually relevant promotional links. For example, our technology can provide links offering tickets to fans of a specific sports team or a news story about that team.

Branded Advertising Technology

Targetizement Technology. Our Targetizement technology matches our customers’ advertisements with their targeted Internet users. Our automatic algorithm can analyze a user’s interests based on his or her past search experience and display advertisements that the user may be interested in viewing.

Large-Scale Systems Technology

We currently use a combination of off-the-shelf and custom software running on clusters of low-cost computers. Our investment in our large-scale system infrastructure has several key benefits: simplification of the storage and processing of large amounts of data, facilitation of the deployment and operation of large-scale

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products and services, and automation of much of the administration of large-scale clusters of computers. Moreover, this large infrastructure is easily scalable to increases in traffic and dataset volume.

Our large-scale system infrastructure uses distributed software and high performance parallel computing technologies to provide high-quality web search services and web page collection with low cost computer clusters on a Linux operating system. We also have management information systems that enable us to perform tasks such as service operations, administration, trouble-shootings and filtering with relative ease and efficiency. In addition, we have software systems that can test new ideas with real search queries to evaluate the actual effects without affecting live services.

Our infrastructure significantly improves the relevance of our search and advertising results by allowing us to apply superior search and retrieval algorithms that are computationally intensive. We believe this infrastructure also shortens our product development cycle and allows us to innovate more cost-effectively. We also constantly evaluate new hardware alternatives and software techniques to help further reduce our computational costs.

Intellectual Property

We rely on a combination of trademark, copyright and trade secret protection laws in China and other jurisdictions, as well as confidentiality procedures and contractual provisions to protect our intellectual property and our brand. We have eight issued patents in China and intend to apply for more patents to protect our core technologies. We also enter into confidentiality, non-compete and invention assignment agreements with our employees and consultants and nondisclosure agreements with selected third parties. “百度”, which is our company’s name “Baidu” in Chinese, has been recognized as a well-known trademark in China by the Trademark Office under the State Administration for Industry and Commerce. In addition to owning the trademark “百度” and the related logo, we have applied for registration of additional trademarks and logos, including “百度一下”, “百度Hi”, “有啊”, and “百付宝”. We also have registered certain trademarks in Hong Kong, including “百度” and our company logo, and the United States, including “Baidu”. In addition, we have registered our domain name Baidu.com with register.com, Baidu.jp with humeia.co.jp and Baidu.cn, Baidu.com.cn, hao123.com, youa.com and certain other websites with China National Network Information Center, or CNNIC.

Internet, technology and media companies are frequently involved in litigation based on allegations of infringement or other violations of intellectual property rights. Furthermore, the application of laws governing intellectual property rights in China and abroad is uncertain and evolving and could involve substantial risks to us. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — We may face intellectual property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services” and “— We may be subject to patent infringement claims with respect to our P4P platform.”

Regulation

The PRC government extensively regulates the telecommunications industry, including the Internet sector. The State Council, the MIT and other relevant government authorities have promulgated an extensive regulatory scheme governing Internet-related services. This section summarizes the principal PRC laws and regulations relating to our business.

In the opinion of Haiwen & Partners, our PRC legal counsel: (1) the ownership structure of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay complies with current PRC laws and regulations; (2) subject to the disclosure and risks disclosed under “Item 3.D. Key Information — Risk Factors — Risks Related to Our Corporate Structure” and “— Risks Related to Doing Business in China”, our contractual arrangements with Baidu Netcom, Beijing Perusal and BaiduPay and their shareholders are valid and binding on all parties to these arrangements and do not violate existing PRC laws or regulations; and (3) subject to the disclosure and risks disclosed under “Item 3.D. Key Information — Risk Factors — Risks Related to Our Corporate Structure” and “— Risks Related to Doing Business in China”, the business operations of our company, Baidu Online, Baidu China, Baidu Times, Baidu Netcom, Beijing Perusal and BaiduPay comply with current PRC laws and regulations in all material respects.

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China's Internet industry and online advertising market are at an early stage of development. There are substantial uncertainties regarding the interpretation and application of existing or proposed PRC laws and regulations. We cannot assure you that the PRC regulatory authorities would find that our corporate structure and our business operations comply with PRC laws and regulations. If the PRC government finds us to be in violation of PRC laws and regulations, we may be required to pay fines and penalties, obtain certain licenses or permits and change, suspend or discontinue our business operations until we comply with applicable PRC laws and regulations.

Regulations on Value-Added Telecommunications Services and Internet Content Services

In September 2000, the State Council promulgated the Telecommunications Regulations, or the Telecom Regulations. The Telecom Regulations categorize all telecommunications businesses in the PRC as either basic or value-added. Internet content services, or ICP services, are classified as value-added telecommunications businesses. Under the Telecom Regulations, commercial operators of value-added telecommunications services must first obtain an operating license from the MIIT or its provincial level counterparts.

In September 2000, the State Council issued the Administrative Measures on Internet Information Services, or the Internet Measures. According to the Internet Measures, commercial ICP service operators must obtain an ICP license from the relevant government authorities before engaging in any commercial ICP operations within the PRC. In November 2000, the MIIT promulgated the Internet Electronic Messaging Service Administrative Measures, or the BBS Measures. BBS services include electronic bulletin boards, electronic forums, message boards and chat rooms. The BBS Measures require ICP operators to obtain specific approvals before providing BBS services.

In December 2001, the MIIT promulgated the Administrative Measures for Telecommunications Business Operating License, or the Telecom License Measures. In March 2009, the MIIT issued a revised Telecom License Measures, which took effect on April 10, 2009. The Telecom License Measures set forth the types of licenses required to operate value-added telecommunications services and the qualifications and procedures for obtaining such licenses. For example, an ICP operator providing value-added services in multiple provinces is required to obtain an inter-regional license, whereas an ICP operator providing the same services in one province is required to obtain a local license.

National security considerations are an important factor in the regulation of Internet content in China. The National People's Congress, the PRC's national legislature, has enacted laws with respect to maintaining the security of Internet operation and Internet content. According to these laws, as well as the Internet Measures, violators may be subject to penalties, including criminal sanctions, for Internet content that

- opposes the fundamental principles stated in the PRC constitution;
- compromises national security, divulges state secrets, subverts state power or damages national unity;
- harms the dignity or interests of the state;
- incites ethnic hatred or racial discrimination or damages inter-ethnic unity;
- undermines the PRC's religious policy or propagates heretical teachings or feudal superstitions;
- disseminates rumors, disturbs social order or disrupts social stability;
- disseminates obscenity or pornography, encourages gambling, violence, murder or fear or incites the commission of a crime;
- insults or slanders a third party or infringes upon the lawful rights and interests of a third party; or
- is otherwise prohibited by law or administrative regulations.

ICP operators are required to monitor their websites, including electronic bulletin boards. They may not post or disseminate any content that falls within these prohibited categories and must remove any such content from their websites.

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The PRC government may shut down the websites of ICP license holders that violate any of the above-mentioned content restrictions and revoke their ICP licenses.

Restrictions on Foreign Ownership in Value-Added Telecommunications Services

According to the Provisions on Administration of Foreign Invested Telecommunications Enterprises, or the FITE Provisions, promulgated by the State Council in December 2001 and amended in September 2008, the ultimate foreign equity ownership in a value-added telecommunications services provider must not exceed 50%. Moreover, for a foreign investor to acquire any equity interest in a value-added telecommunication business in China, it must satisfy a number of stringent performance and operational experience requirements, including demonstrating good track records and experience in operating value-added telecommunication business overseas. Foreign investors that meet these requirements must obtain approvals from the MIIT and the Ministry of Commerce (or the Ministry of Commerce's authorized local counterparts), which retain considerable discretion in granting approvals. According to publicly available information, the PRC government has issued telecommunications business operating licenses to only a limited number of foreign invested companies, all of which are Sino-foreign joint ventures engaging in the value-added telecommunication business. We believe that it would be impracticable for us to acquire any equity interest in Baidu Netcom, Beijing Perusal or BaiduPay without diverting management attention and resources. In addition, we believe that our contractual arrangements with these entities and their respective individual shareholders provide us with sufficient and effective control over these entities. Accordingly, we currently do not plan to acquire any equity interest in any of these entities.

In July 2006, the MIIT issued the Notice of the MIIT on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services. This notice prohibits domestic telecommunication services providers from leasing, transferring or selling telecommunications business operating licenses to any foreign investor in any form, or providing any resources, sites or facilities to any foreign investor for their illegal operation of a telecommunications business in China. According to this notice, either the holder of a value-added telecommunication business operating license or its shareholders must directly own the domain names and trademarks used by such license holders in their provision of value-added telecommunication services. The notice further requires each license holder to have the necessary facilities, including servers, for its approved business operations and to maintain such facilities in the regions covered by its license. In addition, all value-added telecommunication service providers are required to maintain network and Internet security in accordance with the standards set forth in relevant PRC regulations. If a license holder fails to comply with the requirements in the notice and cure such non-compliance, the MIIT or its local counterparts have the discretion to take measures against such license holders, including revoking their value-added telecommunication business operating licenses.

To comply with these PRC regulations, we operate our websites through Baidu Netcom and Beijing Perusal, our PRC affiliated entities. In February 2008, we assisted in establishing another consolidated affiliated entity, BaiduPay, which operate an online payment platform. Baidu Netcom is wholly owned by our chairman, chief executive officer and co-founder Robin Yanhong Li and our co-founder Eric Yong Xu, both of whom are PRC citizens. Beijing Perusal is wholly owned by two PRC citizens designated by our company. BaiduPay is wholly owned by Baidu Netcom and a PRC citizen designated by our company. Each of Baidu Netcom and Beijing Perusal holds a value-added telecommunications business operating license. It remains unclear whether the provision of online payment services by BaiduPay will require BaiduPay to apply for a value-added telecommunications business operating license for "online data processing and transaction processing businesses" as provided in the Catalog of Telecommunications Businesses promulgated by the MIIT.

To comply with the Notice of the MIIT on Intensifying the Administration of Foreign Investment in Value-added Telecommunications Services, we have transferred certain domain names primarily used in our business to Baidu Netcom and Beijing Perusal, respectively, and have transferred certain trademarks to BaiduPay. We are also in the process of transferring certain trademarks, including pending trademark applications made by Baidu Online, to Baidu Netcom and Beijing Perusal, respectively. See "Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — We may be adversely affected by the complexity, uncertainties and changes in PRC regulation of Internet business and companies."

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Regulations on News Display

Displaying news on a website and disseminating news through the Internet are highly regulated in the PRC. In November 2000, the State Council News Office and the MIIT promulgated the Provisional Measures for Administering Internet Websites Carrying on the News Displaying Business. These measures require an ICP operator (other than a government authorized news unit) to obtain State Council News Office approval to post news on its website or disseminate news through the Internet. Furthermore, the disseminated news must come from government-approved sources pursuant to contracts between the ICP operator and these sources, copies of which must be filed with the relevant government authorities.

On September 25, 2005, the State Council News Office and the MIIT jointly issued the Provisions on the Administration of Internet News Information Services, requiring Internet news information service organizations to provide services as approved by the State Council News Office, subject to annual inspection under the new provisions. These Provisions also provide that no Internet news information service organizations may take the form of a foreign invested enterprise, whether a joint venture or a wholly foreign owned enterprise and no cooperation between Internet news information service organizations and foreign invested enterprise is allowed prior to the security evaluation by the State Council News Office.

In December 2006, Baidu Netcom obtained the Internet news license, which permits it to publish Internet news pursuant to the relevant PRC laws and regulations. The Internet news license is subject to annual inspection by relevant government authorities.

Regulations on Internet Culture Activities

On May 10, 2003, the Ministry of Culture promulgated the Internet Culture Administration Tentative Measures, or the Internet Culture Measures, which was revised in July 2004. The Internet Culture Measures require ICP operators engaging in "Internet culture activities" to obtain a permit from the Ministry of Culture. The term "Internet culture activities" includes, among other things, online dissemination of Internet cultural products (such as audio-video products, gaming products, performances of plays or programs, works of art and cartoons) and the production, reproduction, importation, sale (wholesale or retail), leasing and broadcasting of Internet cultural products. We have hosted certain audio/video programs on the Baidu Movie channel since 2006. Baidu Netcom was granted an Internet culture business permit in April 2007.

On November 20, 2006, the Ministry of Culture issued Several Suggestions of the Ministry of Culture on the Development and Administration of the Internet Music, or the Suggestions, which became effective on November 20, 2006. The Suggestions, among other things, reiterate the requirement for the Internet service provider to obtain the Internet culture business permit to carry on any business of Internet music products. In addition, foreign investors are prohibited from engaging in the Internet culture business operation.

On August 26, 2009, the PRC Ministry of Culture promulgated the Notice on Strengthening and Improving the Content Review of Online Music dated August 18, 2009. According to this notice, only "Internet culture operating entities" approved by the Ministry of Culture may engage in the production, release, dissemination (including providing direct links to music products) and importation of online music products. Internet culture operating entities should establish strict self-monitoring system of online music content and set up special department in charge of such monitoring.

Regulation on Broadcasting Audio/Video Programs through the Internet

On July 6, 2004, the State Administration of Radio Film and Television promulgated the Rules for the Administration of Broadcasting of Audio/Video Programs through the Internet and Other Information Networks, or the A/V Broadcasting Rules. The A/V Broadcasting Rules apply to the opening, broadcasting, integration, transmission or download of audio/video programs via the Internet and other information networks. Anyone who wishes to engage in Internet broadcasting activities must first obtain an audio/video program transmission license, with a term of two years, issued by the State Administration of Radio Film and Television and operate pursuant to the scope as provided in such license. Foreign invested enterprises are not allowed to engage in the above business.

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On April 13, 2005, the State Council announced Several Decisions on Investment by Non-state-owned Companies in Culture-related Business in China. These decisions encourage and support non-state-owned companies to enter certain culture-related business in China, subject to restrictions and prohibitions for investment in audio/video broadcasting, website news and certain other businesses by non-state-owned companies. These decisions authorize the Ministry of Culture, the State Administration of Radio Film and Television and the General Administration of Press and Publication to adopt detailed implementation rules according to these decisions.

On December 20, 2007, the State Administration of Radio Film and Television and the MIIT jointly issued the Rules for the Administration of Internet Audio and Video Program Services, commonly known as Document 56, which came into effect as of January 31, 2008. Document 56 reiterates the requirement set forth in the A/V Broadcasting Rules that online audio/video service providers must obtain a license from the State Administration of Radio Film and Television. Furthermore, Document 56 requires all online audio/video service providers to be either wholly state-owned or state-controlled. According to relevant official answers to press questions published on the State Administration of Radio Film and Television's website dated February 3, 2008, officials from the State Administration of Radio Film and Television and the MIIT clarified that online audio/video service providers that already had been operating lawfully prior to the issuance of Document 56 may re-register and continue to operate without becoming state-owned or controlled, provided that such providers have not engaged in any unlawful activities. This exemption will not be granted to online audio/video service providers established after Document 56 was issued. Baidu Netcom has obtained an audio/video program transmission license, which is valid from January 2010 to January 2013.

Regulations on Advertisements

The PRC government regulates advertising, including online advertising, principally through the State Administration for Industry and Commerce, although there are no national PRC laws or regulations specifically regulating online advertising business. Under the Rules for Administration of Foreign Invested Advertising Enterprise, promulgated by the State Administration for Industry and Commerce and the Ministry of Commerce in March 2004 and amended in October 2008, foreign investors are permitted to own equity interests in PRC advertising companies. However, foreign investors in wholly foreign-owned and joint venture Chinese advertising companies are required to have at least three years and two years, respectively, of direct operations in the advertising industry outside of China. Since we have not been involved in advertising outside of China for the required number of years, we cannot hold direct equity interests in PRC companies engaged in advertising business. We conduct our online advertising business through our consolidated affiliated entities in China, Baidu Netcom and Beijing Perusal.

On November 30, 2004, the State Administration for Industry and Commerce issued the Administrative Regulations for Advertising Operation Licenses, taking effect as of January 1, 2005, granting a general exemption to enterprises (other than radio stations, television stations, newspapers and magazines, non-corporate entities and other entities specified in laws or administrative regulations) from the previous requirement to obtain an advertising operation license in addition to a business license. We conduct our online advertising business through Baidu Netcom and Beijing Perusal, each of which holds a business license that includes online advertising in its business scope.

Advertisers, advertising operators and advertising distributors are required by PRC advertising laws and regulations to ensure that the contents of the advertisements they prepare or distribute are true and in full compliance with applicable laws and regulations. In addition, where a special government review is required for certain categories of advertisements before publishing, the advertisers, advertising operators and advertising distributors are obligated to confirm that such review has been performed and that relevant approval has been obtained. Violation of these regulations may result in penalties, including fines, confiscation of advertising income, orders to cease dissemination of the advertisements and orders to publish an advertisement correcting the misleading information. In circumstances involving serious violations, the State Administration for Industry and Commerce or its local branches may force the violator to terminate its advertising operation or even revoke its business license. Furthermore, advertisers, advertising operators or advertising distributors may be subject to civil liability if they infringe on the legal rights and interests of third parties.

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Regulations on Software Products

On October 27, 2000, the MIIT issued the Administrative Measures on Software Products, or the Software Measures, to strengthen the regulation of software products and to encourage the development of the PRC software industry. On March 1, 2009, the MIIT issued an amended Software Measures, which will become effective on April 10, 2009. The Software Measures provide a registration and filing system with respect to software products made in or imported into China. These software products may be registered with the competent local authorities in charge of software industry administration. Registered software products may enjoy preferential treatment status granted by relevant software industry regulations. Software products can be registered for five years, and the registration is renewable upon expiration.

In order to further implement the Computer Software Protection Regulations promulgated by the State Council on December 20, 2001, the State Copyright Bureau issued the Computer Software Copyright Registration Procedures on February 20, 2002, which apply to software copyright registration, license contract registration and transfer contract registration.

Regulations on Intellectual Property Rights

China has adopted legislation governing intellectual property rights, including trademarks, patents and copyrights. China is a signatory to the main international conventions on intellectual property rights and became a member of the Agreement on Trade Related Aspects of Intellectual Property Rights upon its accession to the WTO in December 2001.

Patent. The National People's Congress adopted the Patent Law in 1984, and amended it in 1992, 2000 and 2008. The purpose of the Patent Law is to protect lawful interests of patent holders, encourage invention, foster applications of invention, enhance innovative capabilities and promote the development of science and technology. To be patentable, invention or utility models must meet three conditions: novelty, inventiveness and practical applicability. Patents cannot be granted for scientific discoveries, rules and methods for intellectual activities, methods used to diagnose or treat diseases, animal and plant breeds, substances obtained by means of nuclear transformation or a design which has major marking effect on the patterns or colors of graphic print products or a combination of both patterns and colors. The Patent Office under the State Council is responsible for receiving, examining and approving patent applications. A patent is valid for a term of twenty years in the case of an invention and a term of ten years in the case of utility models and designs. A third-party user must obtain consent or a proper license from the patent owner to use the patent. Otherwise, the use constitutes an infringement of patent rights.

Copyright. The National People's Congress adopted the Copyright Law in 1990 and amended it in 2001 to widen the scope of works and rights that are eligible for copyright protection. The amended Copyright Law extends copyright protection to Internet activities, products disseminated over the Internet and software products. In addition, there is a voluntary registration system administered by the China Copyright Protection Center.

To address copyright issues relating to the Internet, the PRC Supreme People's Court on November 22, 2000 adopted the Interpretations on Some Issues Concerning Applicable Laws for Trial of Disputes over Internet Copyright, or the Interpretations, which were subsequently amended on December 23, 2003 and November 20, 2006. The Interpretations establish joint liability for ICP operators if they knowingly participate in, assist in or incite infringing activities or fail to remove infringing content from their websites after receiving notice from the rights holder. In addition, any act intended to bypass circumvention technologies designed to protect copyrights constitutes copyright infringement. Upon request, the ICP operators must provide the rights holder with registration information of the alleged violator, provided that such rights holder has produced relevant identification, copyright certificate and evidence of infringement. An ICP operator is exempted from any liabilities as long as it removes the alleged infringing content after receiving the rights holder's notice accompanied with proper evidence.

To address the problem of copyright infringement related to the content posted or transmitted over the Internet, the PRC National Copyright Administration and the MIIT jointly promulgated the Measures for Administrative Protection of Copyright Related to Internet on April 29, 2005. This measure became effective on May 30, 2005.

This measure applies to situations where an ICP operator (i) allows another person to post or store any works, recordings, audio or video programs on the websites operated by such ICP operator or (ii) provides links to, or

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search results for, the works, recordings, audio or video programs posted or transmitted by such person, without editing, revising or selecting the content of such material. Upon receipt of an infringement notice from a legitimate copyright holder, an ICP operator must take remedial actions immediately by removing or disabling access to the

infringing content. If an ICP operator knowingly transmits infringing content or fails to take remedial actions after receipt of a notice of infringement harming public interest, the ICP operator could be subject to administrative penalties, including cessation of infringement activities; confiscation by the authorities of all income derived from the infringement activities; and payment of a fine of up to three times the unlawful income or, in cases where the amount of unlawful income cannot be determined, a fine of up to RMB100,000. An ICP operator is also required to retain all infringement notices for a minimum of six months and to record the content, display time and IP addresses or the domain names related to the infringement for a minimum of 60 days. Failure to comply with this requirement could result in an administrative warning and a fine of up to RMB30,000.

On May 18, 2006, the State Council promulgated the Protection of the Right of Communication through Information Network, which became effective on July 1, 2006. Under this regulation, an Internet service provider may be exempted from liabilities for providing links to infringing or illegal content if it does not know that such content is infringing other parties' rights or is illegal. However, if the legitimate owner of the content notifies the Internet service provider and requests removal of the links to the infringing content, the Internet service provider would be deemed to have constructive knowledge upon receipt of such notification but would be exempted from liabilities if it removes or disconnects the links to the infringing content at the request of the legitimate owner. At the request of the alleged violator, the Internet service provider should immediately restore links to content previously disconnected upon receipt of initial non-infringing evidence.

We have adopted measures to mitigate copyright infringement risks. For example, our policy is to remove links to web pages if we know these web pages contain materials that infringe third-party rights or if we are notified by the legitimate copyright holder of the infringement with proper evidence.

Trademark. The PRC Trademark Law, adopted in 1982 and revised respectively in 1993 and 2001, protects registered trademarks. The Trademark Office under the State Administration for Industry and Commerce handles trademark registrations and grants a term of ten years to registered trademarks. Trademark license agreements must be filed with the Trademark Office for record. "百度" is recognized as a well-known trademark in China by the Trademark Office under the State Administration for Industry and Commerce. In addition to owning the trademark "百度" and the related logo, we have applied for registration of additional trademarks and logos, including "百度一下", "百度Hi", "有啊", and "百付宝".

In September 2002, the CNNIC issued the Implementing Rules for Domain Name Registration setting forth detailed rules for registration of domain names. On November 5, 2004, the MIIT promulgated the Measures for Administration of Domain Names for the Chinese Internet, or Domain Name Measures. The Domain Name Measures regulate the registration of domain names, such as the first tier domain name ".cn." In February 2006, CNNIC issued the Measures on Domain Name Disputes Resolution and its implementing rules, pursuant to which CNNIC can authorize a domain name dispute resolution institution to decide disputes. We have registered Baidu.cn, Baidu.com.cn, hao123.com and certain other domain names with CNNIC.

Regulations on Information Security

The National People's Congress has enacted legislation that prohibits use of the Internet that breaches the public security, disseminates socially destabilizing content or leaks state secrets. Breach of public security includes breach of national security and infringement on legal rights and interests of the state, society or citizens. Socially destabilizing content includes any content that incites defiance or violations of PRC laws or regulations or subversion of the PRC government or its political system, spreads socially disruptive rumors or involves cult activities, superstition, obscenities, pornography, gambling or violence. State secrets are defined broadly to include information concerning PRC national defense, state affairs and other matters as determined by the PRC authorities.

According to other relevant regulations, ICP operators must complete mandatory security filing procedures and regularly update information security and censorship systems for their websites with local public security authorities, and must also report any public dissemination of prohibited content.

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In addition, the State Secrecy Bureau has issued provisions authorizing the blocking of access to any website it deems to be leaking state secrets or failing to comply with the relevant legislation regarding the protection of state secrets during online information distribution. Specifically, Internet companies in China with bulletin boards, chat rooms or similar services must apply for specific approval prior to operating such services.

On November 23, 2005, the Ministry of Public Security promulgated Provisions on Technological Measures for Internet Security Protection, or Internet Protection Measures. The Internet Protection Measures require all ICP operators to keep records of certain information about its users (including user registration information, log-in and log-out time, IP address, content and time of posts by users) for at least 60 days and submit the above information as required by laws and regulations.

As Baidu Netcom and Beijing Penuai are ICP operators, they are subject to the regulations relating to information security. They have taken measures to comply with such regulations. They are registered with the relevant government authority in accordance with the mandatory registration requirement. Baidu Netcom's policy is to remove links to web pages which to its knowledge contain information that would be in violation of PRC laws or regulations. In addition, we monitor our websites to ensure our compliance with such laws and regulations.

Regulations on Internet Privacy

The PRC Constitution states that PRC law protects the freedom and privacy of communications of citizens and prohibits infringement of such rights. In recent years, PRC government authorities have enacted legislation on Internet use to protect personal information from any unauthorized disclosure. The Internet Measures prohibit an ICP operator from insulting or slandering a third party or infringing the lawful rights and interests of a third party. Pursuant to the BBS Measures, ICP operators that provide electronic messaging services must keep users' personal information confidential and must not disclose such personal information to any third party without the users' consent or unless required by law. The regulations further authorize the relevant telecommunications authorities to order ICP operators to rectify unauthorized disclosure. ICP operators are subject to legal liability if the unauthorized disclosure results in damages or losses to users. The PRC government, however, has the power and authority to order ICP operators to turn over personal information if an Internet user posts any prohibited content or engages in illegal activities on the Internet.

Regulations on Foreign Exchange

Foreign Currency Exchange

Pursuant to the Foreign Currency Administration Rules promulgated in 1996 and amended in 1997 and 2008 and various regulations issued by SAFE and other relevant PRC government authorities, RMB is freely convertible to the extent of current account items, such as trade related receipts and payments, interest and dividends. Capital account items, such as direct equity investments, loans and repatriation of investment, unless expressly exempted by laws and regulations, still require prior approval from SAFE or its provincial branch for conversion of RMB into a foreign currency, such as U.S. dollars, and remittance of the foreign currency outside the PRC.

Payments for transactions that take place within the PRC must be made in RMB. Unless otherwise approved or permitted, PRC companies must repatriate foreign currency payments received from abroad. The foreign exchange received by PRC companies, including foreign invested enterprises, may be retained in their foreign exchange accounts without being exchanged into RMB to the extent permitted by relevant laws and regulations.

Dividend Distribution

The principal laws and regulations governing dividend distributions by wholly foreign owned enterprises and Sino-foreign equity joint ventures include

- Wholly Foreign Owned Enterprise Law (1986), as amended;
- Wholly Foreign Owned Enterprise Law Implementing Rules (1990), as amended;
- Sino-foreign Equity Joint Venture Enterprise Law (1979), as amended;

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- Sino-foreign Equity Joint Venture Enterprise Law Implementing Rules (1983), as amended;
- PRC Enterprise Income Tax Law (2007); and
- Implementation Rules of the PRC Enterprise Income Tax Law (2007).

Under these laws and regulations, wholly foreign owned enterprises and Sino-foreign equity joint ventures in the PRC may pay dividends only out of their accumulated profits, if any, as determined in accordance with PRC accounting standards and regulations. Additionally, these foreign-invested enterprises are required to set aside certain amounts of their accumulated profits each year, if any, to fund certain reserve funds. These reserves are not distributable as cash dividends.

Foreign Exchange Registration of Offshore Investment by PRC Residents

Pursuant to SAFE's Notice on Relevant Issues Concerning Foreign Exchange Administration for PRC Residents to Engage in Financing and Inbound Investment via Overseas Special Purpose Vehicles, or Circular No. 75, issued on October 21, 2005, and its implementation rules issued in May 2007, (i) a PRC resident, including a PRC resident natural person or a PRC company, is required to register with the local branch of SAFE before it establishes or controls an overseas SPV, or SPV, for the purpose of overseas equity financing (including convertible debt financing); (ii) when a PRC resident contributes the assets of or its equity interests in a domestic enterprise into an SPV, or engages in overseas financing after contributing assets or equity interests into an SPV, such PRC resident shall register his or her interest in the SPV and the change thereof with the local branch of SAFE; and (iii) when the SPV undergoes a material event outside of China, such as change in share capital or merger and acquisition, the PRC resident must, within 30 days from the occurrence of such event, register such change with the local branch of SAFE. PRC residents who are shareholders of SPVs that were established and which have completed their inbound investment before November 1, 2005 were required to register with the local SAFE branch before March 31, 2006.

Under Circular No. 75, failure to comply with the registration procedures set forth above may result in penalties, including restrictions on a PRC subsidiary's foreign exchange activities and its ability to distribute dividends to the SPV.

On December 25, 2006, the People's Bank of China promulgated the Measures for the Administration of Individual Foreign Exchange, and on January 5, 2007 SAFE further promulgated the implementation rules on those measures. Both became effective on February 1, 2007. According to the implementation rules, if individuals in the PRC participate in any employee stock ownership plan or stock option plan of an overseas listed company, those individuals must apply as a group through the company or a domestic agency to SAFE or the appropriate local branch for approval for any foreign exchange-related transactions concerning that plan.

On March 28, 2007, SAFE promulgated the Application Procedure of Foreign Exchange Administration for Domestic Individuals Participating in Employee Stock Holding Plan or Stock Option Plan of Overseas-Listed Company. Under this rule, PRC citizens who are granted stock options by an overseas publicly listed company are required, through a PRC agent or PRC subsidiary of such overseas publicly-listed company, to register with SAFE and complete certain other procedures.

Regulations on Labor

On June 29, 2007, the National People's Congress of China enacted the Labor Contract Law, which became effective on January 1, 2008. Compared to the Labor Law, the Labor Contract Law establishes more restrictions and increases costs for employers, including specific provisions related to fixed-term employment contracts, temporary employment, probation, consultation with the labor union and employee assembly, employment without a contract, dismissal of employees, compensation upon termination and overtime work, and collective bargaining. According to the Labor Contract Law, an employer is obliged to sign labor contract with unlimited term with an employee if the employer continues to hire the employee after the expiration of two consecutive fixed-term labor contracts. The employer has to compensate the employee upon the expiration of a fixed-term labor contract, unless the employee refuses to renew such contract on terms the same as or better than those contained in the expired contract. The employer also has to indemnify an employee if the employer terminates a labor contract without a cause permitted by law. In addition, under the Regulations on Paid Annual Leave for Employees, which became effective on

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January 1, 2008, employees who have served more than one year for an employer are entitled to a paid vacation ranging from 5 to 15 days, depending on their length of service. Employees who waive such vacation time at the request of employers shall be compensated for three times their regular salaries for each waived vacation day.

Regulations on Taxation

For a discussion of applicable PRC tax regulations, see "Item 5.A. Operating and Financial Review and Prospects — Operating Results — Taxation."

Regulations in Japan

Although current Japanese law and regulations contain no provisions expressly directed toward legal control of Internet search services such as those operated by our Japanese subsidiaries in Japan, certain existing Japanese law and regulations may nonetheless affect such services. The application to our Japanese subsidiaries of existing Japanese law and regulations relating to issues such as intellectual property ownership and infringement, obscenity and other content regulation, user privacy and data protection, defamation, consumer protection and quality of services in many instances is unclear or unsettled. In all such cases, there is a possibility that providing, editing and processing by an Internet search service of links to web pages which contain material in violation of applicable Japanese law could result in civil or criminal legal liability on the part of such Internet search service. In addition to the foregoing, there is political and social support within Japan for the adoption of legislation expressly directed to the legal control of harmful information on the Internet. With this support, a law which aims to protect juveniles from harmful information on the Internet is being introduced, and it is difficult to predict how much impact such a law will have on the operation of our Internet search services in Japan.

C. Organizational Structure

The following is a list of our subsidiaries and consolidated affiliated entities as of the date of this annual report on Form 20-F

Name	Time of Formation	Place of Formation	Relationship
Baidu Online Network Technology (Beijing) Co., Ltd.	January 2000	China	Wholly owned subsidiary
Baidu Holdings Limited	February 2000	British Virgin Islands	Wholly owned subsidiary
Baidu Netcom Science Technology Co., Ltd.	June 2001	China	Consolidated affiliated entity
Baidu (China) Co., Ltd.	June 2005	China	Wholly owned subsidiary
Baidu.com Times Technology (Beijing) Co., Ltd.	April 2006	China	Wholly owned subsidiary
Beijing Perusal Technology Co., Ltd.	June 2006	China	Consolidated affiliated entity
Baidu, Inc.	December 2006	Japan	Wholly owned subsidiary
Baidu (Hong Kong) Limited	November 2007	Hong Kong	Wholly owned subsidiary
Beijing BaiduPay Science and Technology Co., Ltd.	February 2008	China	Consolidated affiliated entity
Baido, Inc.	April 2008	Japan	Wholly owned subsidiary
Hyakudo, Inc.	April 2008	Japan	Wholly owned subsidiary
Baidu Interaction (Shenzhen) Network Technology Co., Ltd.	February 2009	China	Wholly owned subsidiary

In addition to the subsidiaries and consolidated affiliated entities listed above, we also own a 49% equity interest in RakuBai Limited, a company incorporated in Hong Kong. Rakuten, Inc., the largest e-commerce website in Japan, owns the remaining 51% equity interest in RakuBai Limited.

PRC laws and regulations restrict foreign investment in Internet and online advertising businesses. Accordingly, we operate our websites and our online advertising business in China through contractual arrangements with Baidu Netcom, Beijing Perusal, BaiduPay and their respective individual shareholders, which allow us to substantially control these entities. See "Item 7.B. Major Shareholders and Related Party Transactions — Related Party Transactions" for a summary of these contractual arrangements.

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D. Property, Plant and Equipment

In November 2009, we moved into Baidu Campus, our new corporate headquarters located in Shangdi, an area designated by the Beijing municipal government as the center of the city's information technology industry. The new facility occupies 91,500 square meters of gross floor area and currently houses our principal executive offices, information and technology center, online marketing services center and administrative and support departments, and approximately 3,300 of our employees. We own the land use right to the land on which Baidu Campus was built. We have branch offices in Beijing, Shanghai and selected cities in Guangdong Province, where we lease premises from unrelated third parties. Our servers in China are hosted at the Internet data centers of China Telecom and China Unicom in Beijing, Tianjin, Jinan, Zhengzhou, Shijiazhuang, Foshan, Suzhou, Chengdu and Shenzhen. Our servers in Japan are hosted at the Internet data center of Computer Engineering & Consulting, Ltd.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

The following discussion of our financial condition and results of operations is based upon, and should be read in conjunction with, our consolidated financial statements and the related notes included in this annual report on Form 20-F. This report contains forward-looking statements. See "Forward-Looking Information." In evaluating our business, you should carefully consider the information provided under the caption "Item 3.D. Key Information — Risk Factors" in this annual report on Form 20-F. We caution you that our businesses and financial performance are subject to substantial risks and uncertainties.

A. Operating Results

Overview

Our operations are primarily based in China, where we derive almost all of our revenues. Total revenues in 2009 were RMB4.4 billion (US\$651.6 million), a 39.1% increase over 2008. Operating profit in 2009 was RMB1.6 billion (US\$235.1 million), a 46.3% increase over 2008. Net income in 2009 was RMB1.5 billion (US\$217.6 million), a 41.7% increase over 2008.

Our total assets as of December 31, 2009 were RMB6.2 billion (US\$902.0 million), of which cash and cash equivalent amounted to RMB4.2 billion (US\$615.3 million). Our total liabilities were RMB1.4 billion (US\$205.7 million), accounting for 22.8% of total liabilities and shareholders' equity. As of December 31, 2009, our retained earnings accumulated to RMB3.4 billion (US\$504.0 million).

The major factors affecting our results of operations and financial condition are discussed below.

Revenues

Revenue Generation

We derive almost all of our revenues from online marketing services, which accounted for 99.8%, 99.9% and 99.9% of our total revenues in 2007, 2008 and 2009, respectively. We provide online marketing services to our P4P customers and tailored solutions customers. A substantial majority of our revenues from online marketing services were derived from our P4P services.

Our P4P platform is an online marketplace that introduces Internet search users to customers who bid or pay a fixed fee based on click-throughs for priority placement of their links in the search results. We recognize P4P revenues when a user clicks on a customer's link in the search results, based on the amount that the customer has agreed to pay for each click-through or, in some cases, other pre-determined performance measures.

We provide tailored solutions customers with marketing solutions which may include one or more forms of online advertising services such as text links and graphical advertisements, as well as P4P services. Our agreements with these customers generally have a term of no more than one year. Our tailored solutions customers generally pay

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us based on pre-determined performance metrics, such as number of click-throughs, duration of placement, number of converted users and number of telephone calls. Some of our large tailored solutions customers have increasingly used our auction-based P4P services as one of the means to meet their online marketing needs. We expect to continue to experience such trend in the near future.

The most significant factors that directly or indirectly affect our online marketing revenues are

- the number of our users and online marketing customers;
- the number of searches initiated on our websites and our Baidu Union members' properties;
- the rate at which users click on paid search results;
- the competitiveness of bidding for keywords by P4P customers;
- the total online marketing budgets of our customers; and
- the total number of sponsored links and advertisements displayed on our websites and the bidding price for click-through.

Our P4P services revenues have primarily been driven by the increase in the number of page views, the increase in the number of P4P customers, and by our success in optimizing the display of sponsored links. We believe that an increase in the number of active P4P customers generally leads to an increase in the number of sponsored links and a higher average price per click-through for selected keywords. Our P4P customer growth has primarily been driven by the adoption of our P4P services by SMEs and, to a lesser extent, large enterprises. Our online advertising services have historically been driven by the general increase in our customers' online marketing budgets. Most of our tailored solutions customers are medium and large enterprises. We expect the number of our online marketing customers to grow and, as a result, our customer mix may change. However, we expect our online marketing customer base to remain diverse for the foreseeable future. A prolonged economic slowdown in China may cause our customers to decrease or delay their online marketing spending, hamper our efforts to grow our customer base, or result in fewer clicks by our users on sponsored links or advertisements displayed on our or Baidu Union members' websites. Any of these consequences could negatively affect our online marketing revenues.

In April 2009, we officially launched Phoenix Nest, our new auction-based online marketing system designed to improve relevance in paid search and increase value for customers. In December 2009, we completed the switch from our previous online marketing system, the Online Marketing Classic Edition, to Phoenix Nest. If Phoenix Nest is perceived to be a less effective marketing tool than the Online Marketing Classic Edition, we may lose existing customers or encounter difficulty attracting new customers and, as a result, our future revenues could be materially and adversely affected.

Our online marketing customers are increasingly seeking marketing solutions with measurable results in order to maximize their ROI. To meet our customers' needs, we will continue to evaluate the effectiveness of our various products and services and adjust the mix of our service offerings to optimize our customers' ROI. We expect that we will continue to earn a substantial majority of our revenues from our online marketing services. As a result, we plan to continue focusing most of our resources on expanding our online marketing services.

Prior to July 2006, we had provided enterprise search software and related services. We decided to phase out our enterprise search software business in July 2006. This phase-out was completed in 2008.

Revenue Collection

We collect payments for our P4P services both from our customers directly and through our distributors. We have expanded our direct sales effort in several cities in China, including Beijing, Shanghai, Guangzhou, Shenzhen and Dongguan, and as a result, an increasing portion of P4P payments have been collected through our direct sales. We require our P4P distributors or direct customers to pay a deposit before using our P4P services, to maintain a minimum balance in their accounts, and to replenish the accounts immediately or in some cases, within certain grace periods after their account balance falls below the designated amount. We deduct the amount due to us from the deposit paid by a distributor or a customer when a user clicks on the customer's link in the search results.

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We offer payment terms to our tailored solutions customers and longer payment terms to certain qualified distributors, consistent with industry practice.

As of December 31, 2009, we had accounts receivable of RMB161.6 million (US\$23.7 million), net of allowance of RMB9.0 million (US\$1.3 million), mainly due from tailored solutions customers.

Operating Costs and Expenses

Our operating costs and expenses consist of cost of revenues, selling, general and administrative expenses, and research and development expenses. Share-based compensation expenses are allocated among the above three categories of operating costs and expenses, based on the nature of the work of the employees who have received share-based compensation. Costs and expenses related to our Japan operations, which started in December 2006, are included in our cost of revenues, selling, general and administrative expenses and research and development expenses. Our total operating costs and expenses increased significantly from 2007 to 2009 due to the growth of our business.

Cost of Revenues

The following table sets forth the components of our cost of revenues both in absolute amount and as a percentage of total revenues for the periods indicated.

	For the Year Ended December 31,					
	2007		2008		2009	
	RMB	%	RMB	%	RMB	US\$
	(In thousands, except percentages)					
Total revenues	1,744,425	100.0	3,198,252	100.0	4,447,776	651,603
Cost of revenues						
Business tax and surcharges	(108,783)	6.2	(200,085)	6.2	(275,924)	(40,423)
Traffic acquisition costs	(204,693)	11.7	(418,474)	13.1	(697,673)	(102,210)
Bandwidth costs	(117,554)	6.8	(178,651)	5.6	(203,927)	(29,875)
Depreciation of servers and other equipment	(147,115)	8.4	(225,799)	7.1	(250,969)	(36,767)
Operational costs	(65,544)	3.8	(127,906)	4.0	(181,369)	(26,571)
Share-based compensation expenses	(1,717)	0.1	(4,542)	0.1	(6,374)	(934)
Total cost of revenues	(645,406)	37.0	(1,155,457)	36.1	(1,616,236)	(236,780)

Traffic Acquisition Costs. Traffic acquisition costs represent the portion of our online marketing revenues that we share with our Baidu Union members. We typically pay a Baidu Union member, based on a pre-agreed arrangement, a portion of the online marketing revenues generated from valid click-throughs by users of that member's properties.

Bandwidth Costs. Bandwidth costs are the fees we pay to telecommunications carriers such as China Telecom and China Unicom for telecommunications services and for hosting our servers at their Internet data centers. We expect our bandwidth costs, as variable costs, to increase with the traffic on our websites. Our bandwidth costs could also increase if the telecommunications carriers increase their service charges.

Depreciation of Servers and Other Equipment. We include depreciation expenses within our cost of revenues for servers and other computer hardware that are directly related to our business operations and technical support.

Operational Costs. Operational costs include primarily salary and benefit expenses and travel and other expenses incurred by our operating and technical support personnel. Salary and benefit expenses include wages, bonuses, medical insurance, unemployment insurance, pension benefits, employee housing fund and other welfare benefits.

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Operating Expenses

The following table sets forth the components of our operating expenses both in absolute amount and as a percentage of total revenues for the periods indicated.

	For the Year Ended December 31,					
	2007		2008		2009	
	RMB	%	RMB	%	RMB	US\$
	(In thousands, except percentages)					
Total revenues	1,744,425	100.0	3,198,252	100.0	4,447,776	651,603
Cost of revenues	(645,406)	37.0	(1,155,457)	36.1	(1,616,236)	(236,780)
Selling, general and administrative	(411,163)	23.6	(659,804)	20.6	(803,988)	(117,785)
Selling and marketing	(275,283)	15.8	(452,245)	14.1	(573,088)	(83,958)
General and administrative	(135,880)	7.8	(207,559)	6.5	(230,900)	(33,827)
Research and development	(140,702)	8.1	(286,256)	9.0	(422,615)	(61,913)
Total costs and operating expenses	(1,197,271)	68.7	(2,101,517)	65.7	(2,842,839)	(416,478)

Selling, General and Administrative Expenses

Our selling and marketing expenses primarily consist of salaries and benefits and commissions for our sales and marketing personnel and promotional and marketing expenses. We expect to incur higher selling and marketing expenses as we intensify our brand-promotion efforts. To the extent that our direct sales force sells a greater proportion of our online marketing services, we expect that our selling expenses will increase as a result of increased sales commissions.

Our general and administrative expenses primarily consist of salaries and benefits for our general and administrative personnel and fees and expenses for legal, accounting and other professional services.

Research and Development Expenses

Research and development expenses primarily consist of salaries and benefits for research and development personnel. We expense research and development costs as they are incurred, except for capitalized software development costs that fulfill the capitalization criteria under Accounting Standards Codification, or ASC, subtopic 350-40, *Intangibles-Goodwill and Other Internal-Use Software* (Pre-Codification Statement of Position 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*).

Share-based Compensation Expenses

We grant options to our employees as a type of share-based compensation award. As of December 31, 2009, there was RMB36.5 million (US\$5.3 million) unrecognized share-based compensation cost related to options, which is expected to be recognized over a weighted-average vesting period of 2.6 years. To the extent the actual forfeiture rate is different from our original estimate, actual share-based compensation cost related to these awards may be different from our expectation.

In addition to options, we started awarding restricted shares to employees in 2006. As of December 31, 2009, there was RMB53.8 million (US\$7.9 million) unrecognized share-based compensation cost related to restricted shares, which is expected to be recognized over a weighted-average vesting period of 1.2 years. To the extent the actual forfeiture rate is different from our original estimate, actual share-based compensation cost related to these awards may be different from our expectation.

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The following table sets forth the allocation of our share-based compensation expenses both in absolute amount and as a percentage of total share-based compensation expenses among our employees based on the nature of work which they were assigned to perform.

	For the Year Ended December 31,					
	2007		2008		2009	
	RMB	%	RMB	%	RMB	US\$
(In thousands, except percentages)						
Allocation of Share-based Compensation Expenses						
Cost of revenues	1,717	4.3	4,542	5.4	6,374	934
Selling, general and administrative	17,371	43.6	41,651	49.6	38,681	5,667
Research and development	20,760	52.1	37,784	45.0	41,263	6,045
Total share-based compensation expenses	39,848	100.0	83,977	100.0	86,318	12,646

Depreciation Expenses of Baidu Campus

Depreciation expenses of Baidu Campus are allocated into cost of revenues and operating expenses based on the function of the operating units benefiting from the use of the premises. With our recent move into Baidu Campus and the termination of certain prior leasing contracts, our leasing expenses are expected to decrease in the future.

Taxation

Under the current laws of the Cayman Islands and the British Virgin Islands, we and our direct subsidiary Baidu Holdings Limited are not subject to income or capital gains tax. Under the current laws of Hong Kong, Baidu (Hong Kong) Limited is exempted from income tax on its foreign-derived income. Additionally, dividend payments made by any of these companies are not subject to withholding tax in those jurisdictions.

PRC Enterprise Income Tax

Pursuant to the applicable PRC tax laws and regulations effective before January 1, 2008, foreign-invested enterprises established in China were generally subject to a state and local enterprise income tax, or EIT, at statutory rates of 30% and 3%, respectively. An enterprise qualified as a "high and new technology enterprise" and located in a "national high-tech development zone" was entitled to a preferential EIT rate of 15%. In addition, an enterprise qualified as a "high and new technology enterprise" located in the Beijing New Technology Industry Development Zone was entitled to a preferential EIT rate of 15% and would enjoy an exemption from the EIT for the first three years of its establishment and, upon approval, a 50% reduction of the EIT for the succeeding three years.

In 2006, Baidu Online obtained an "advanced technology enterprise" certificate from the Beijing Municipal Bureau of Commerce, which qualified Baidu Online for a 10% EIT rate from 2006 to 2007, followed by a 15% tax rate so long as it continued to qualify as a high and new technology enterprise. Baidu Times, which was a certified foreign-invested high and new technology enterprise located in Beijing Zhongguancun Science Park (part of the Beijing New Technology Industry Development Zone), was entitled to a three-year exemption from EIT from 2006 to 2008 and a 7.5% EIT rate for another three years from 2009 to 2011, followed by a 15% tax rate so long as it continued to qualify as a high and new technology enterprise. Baidu China was granted "software enterprise" status by the Shanghai Municipal Information Commission in 2006 and thus was entitled to a full exemption from EIT from 2006 to 2007 and a 50% tax reduction from 2008 to 2010.

On March 16, 2007, the National People's Congress of China enacted the Enterprise Income Tax Law, or the EIT Law, which became effective on January 1, 2008. On December 6, 2007, the State Council issued the Implementation Rules of the Enterprise Income Tax Law, or the Implementation Rules, which also became effective on January 1, 2008. On December 26, 2007, the State Council issued the Notice on Implementation of Enterprise Income Tax Transition Preferential Policy under the EIT Law, or the Transition Preferential Policy Circular, which became effective simultaneously with the EIT Law.

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According to the EIT Law, as further clarified by the Implementation Rules and the Transition Preferential Policy Circular, foreign-invested enterprises and domestic enterprises are subject to EIT at a uniform rate of 25%. The EIT rate of enterprises established before March 16, 2007 that were eligible for preferential tax rate according to then effective tax laws and regulations will gradually transition to the uniform 25% EIT rate by January 1, 2013. In addition, certain enterprises may still benefit from a preferential tax rate of 15% under the EIT Law if they qualify as "high and new technology enterprises strongly supported by the state," subject to certain general factors described therein.

Under the Notice on Several Preferential Policies in Respect of Enterprise Income Tax promulgated jointly by the Ministry of Finance and the State Administration of Taxation on February 22, 2008, or the Caishui No. 1 Notice, other than the preferential EIT treatments specified under the EIT Law, the Implementation Rules and certain other tax regulations, all preferential EIT treatments granted prior to January 1, 2008 are eliminated. On April 24, 2009, the Ministry of Finance and the State Administration of Taxation jointly promulgated Caishui Circular 69. According to Caishui Circular 69, subject to verification, a qualified software enterprise established prior to January 1, 2008 may continue to enjoy the tax holidays previously granted to it as a "software enterprise." Where the software enterprise had already started to enjoy its tax holidays before 2008, it may continue to enjoy the remaining tax holidays from 2008 until the expiration of such tax holidays. Therefore, Baidu China may continue to enjoy a 50% reduced EIT rate from 2008 to 2010 as a "software enterprise."

On April 14, 2008, the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation jointly issued the Administrative Measures on the Recognition of High and New Technology Enterprises, or the Recognition Rules, effective on January 1, 2008. According to the Recognition Rules, the provincial counterparts of the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation shall jointly determine whether an enterprise is qualified as a high and new technology enterprise under the EIT Law. In making such determination, these government agencies shall consider, among other factors, ownership of core technology, whether the products or services fall within the scope of high and new technology strongly supported by the state as specified in the Recognition Rules, the ratios of technical personnel and research and development (R&D) personnel to total personnel, the ratio of R&D expenditures to annual sales revenues, the ratio of revenues attributed to high and new technology products or services to total revenues, and other measures set forth in relevant guidance.

In December 2008, our PRC subsidiaries Baidu Online and Baidu Times were designated by relevant government authorities as "high and new technology enterprise" under the EIT Law. In February 2009, Baidu Online and Baidu Times received the high and new technology enterprise certificates jointly issued by the Beijing Municipal Science and Technology Commission, the Beijing Finance Bureau, and the Beijing State and Local Tax Bureaus. Therefore, Baidu Online and Baidu Times are entitled to enjoy a preferential tax rate of 15% as long as they maintain their qualification as "high and new technology enterprises" under the EIT Law. In addition, Baidu Times will continue to benefit from the remaining tax holidays granted to it under the applicable PRC tax laws and regulations effective before January 1, 2008.

If Baidu Online or Baidu Times fails to maintain the "high and new technology enterprise" qualification under the EIT Law, or if Baidu China fails to maintain the qualification as a "software enterprise", their tax rates will be increased, which could have a material adverse effect on our results of operations.

Under the EIT Law and the Implementation Rules, dividends, interests, rent or royalties payable by a foreign-invested enterprise, such as our PRC subsidiaries, to any of its foreign non-resident enterprise investors, and proceeds from the disposition of assets (after deducting the net value of such assets) by such foreign enterprise investor, shall be subject to a 10% withholding tax unless such foreign enterprise investor's jurisdiction of incorporation has a tax treaty with China that provides for a reduced rate of withholding. The Caishui No. 1 Notice issued on February 22, 2008 further clarifies that undistributed profits earned by foreign-invested enterprises prior to January 1, 2008 will be exempted from any withholding tax.

The British Virgin Islands, where Baidu Holdings Limited, the sole shareholder of our PRC subsidiary Baidu Online, was incorporated, does not have such a tax treaty with China. Baidu (Hong Kong) Limited, our wholly owned subsidiary and the sole shareholder of our PRC subsidiaries Baidu China and Baidu Times, was incorporated in Hong Kong, which has a tax treaty with China that provides for a lower withholding tax rate of 5%. However, the

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State Administration of Taxation promulgated Notice on How to Understand and Determine the Beneficial Owners in Tax Conventions on October 27, 2009, or SAT Circular 601, which provides guidance for determining whether a resident of a contracting state is the "beneficial owner" with respect to dividend, interest and royalty income under China's tax treaties and tax arrangements. According to SAT Circular 601, a beneficial owner shall have ownership and right to dispose of the income or the rights and properties giving rise to such income. A beneficial owner generally engages in substantive business activities. An agent or conduit company will not be regarded as a beneficial owner and, therefore, will not qualify for treaty benefits. The conduit company normally refers to a company that is set up primarily for the purpose of evading or reducing taxes or transferring or accumulating profits.

Our PRC subsidiaries historically have not paid dividends to us. If they declare and distribute dividends to us in the future, such dividend payments will be subject to withholding tax, which will increase our tax liability and reduce the amount of cash available to our company.

Under the EIT Law and the Implementation Rules, an enterprise established outside of the PRC with "de facto management bodies" within the PRC is considered a resident enterprise and will be subject to the EIT at the rate of 25% on its worldwide income payable to the tax authority where such "de facto management bodies" locate. The Implementation Rules define the term "de facto management bodies" as "establishments that carry out substantial and overall management and control over the manufacturing and business operations, personnel, accounting, properties, etc. of an enterprise."

The State Administration of Taxation issued the Notice Regarding the Determination of Chinese-Controlled Overseas Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or SAT Circular 82, on April 22, 2009. SAT Circular 82 provides that an overseas registered enterprise controlled by a PRC company or a PRC company group will be classified as a "resident enterprise" with its "de facto management bodies" located within China if the following requirements are satisfied: (i) the senior management and core management departments in charge of its daily operations function are mainly located in the PRC; (ii) its financial and human resources decisions are subject to determination or approval by persons or bodies located in the PRC; (iii) its major assets, accounting books, company seals, and minutes and files of its board and shareholders' meetings are located or kept in the PRC; and (iv) no less than half of the enterprise's directors or senior management with voting rights reside in the PRC. Although SAT Circular 82 only applies to overseas registered enterprises controlled by PRC enterprises and not those controlled by PRC individuals or foreigners, the determining criteria set forth in the circular may reflect the State Administration of Taxation's general position on how the "de facto management body" test should be applied in determining the tax resident status of offshore enterprises, regardless of whether they are controlled by PRC enterprises, individuals or foreigners.

If we are deemed a PRC resident enterprise, we may be subject to the EIT at 25% on our global income, except that the dividends we receive from our PRC subsidiaries may be exempt from the EIT to the extent such dividends are deemed "dividends among qualified resident enterprises." If we are considered a resident enterprise and earn income other than dividends from our PRC subsidiaries, a 25% EIT on our global income could significantly increase our tax burden and materially and adversely affect our cash flow and profitability.

The EIT Law and the Implementation Rules have made an effort to scrutinize transactions between related parties. Pursuant to the EIT Law and the Implementation Rules, the tax authorities may impose mandatory adjustment on tax due to the extent a related party transaction is not in line with arm's-length principle or was entered into with a purpose to reduce, exempt or delay the payment of tax. On January 8, 2009, the State Administration of Taxation issued the Implementation Measures for Special Tax Adjustments (Trial). The measures set forth tax-filing disclosure and documentation requirements, clarify the definition of "related party", guide the selection and application of transfer pricing methods, and outline the due process procedures for transfer pricing investigation and assessment.

If our PRC subsidiaries no longer qualify for preferential tax treatment, we will consider available options under applicable law that would enable us to qualify for further preferential tax treatment. To the extent we are unable to offset the impact of the expiration of our PRC subsidiaries' preferential tax treatment with new tax exemptions, tax incentives or other tax benefits, the expiration of their preferential tax treatment may cause our effective tax rate to increase. The amount of income tax payable by our PRC subsidiaries in the future will depend on various factors, including, among other things, the results of operations and taxable income of, and the statutory

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tax rate applicable to, each of the subsidiaries. Our effective tax rate depends partially on the extent of the relative contribution of each of our subsidiaries to our consolidated taxable income. In 2007, 2008 and 2009, our consolidated effective tax rate was -2.1%, 9.97% and 11.76%, respectively.

If P4P were classified as a form of advertising in the future, we may have to conduct our P4P business through Baidu Netcom in order to comply with PRC laws and regulations that limit foreign ownership of online advertising companies. As a result, our consolidated effective tax rate would increase, as Baidu Netcom is subject to a 25% statutory enterprise income tax rate as of the date of this annual report.

PRC Business Tax

Revenues from our P4P services are subject to a 5% PRC business tax. Revenues from our online advertising services are subject to business taxes, surcharges and cultural business construction fees totaling approximately 8.5% of the online advertising revenues. Revenues from our other services are also subject to a 5% business tax.

Results of Operations

The following table sets forth a summary of our consolidated results of operations for the periods indicated. Our business has evolved rapidly since we commenced operations in 2000. Our limited operating history makes it difficult to predict future operating results. We believe that period-to-period comparisons of operating results should not be relied upon as indicative of future performance.

	For the Year Ended December 31,			
	2007	2008	2009	
	RMB	RMB	RMB	US\$
	(In thousands)			
Consolidated Statements of Income Data				
Revenues				
Online marketing services	1,741,021	3,194,461	4,445,310	651,242
Other services	3,404	3,791	2,466	361
Total revenues	1,744,425	3,198,252	4,447,776	651,603
Operating costs and expenses(1)				
Cost of revenues	(645,406)	(1,155,457)	(1,616,236)	(236,780)
Selling, general and administrative	(411,163)	(659,804)	(803,988)	(117,785)
Research and development	(140,702)	(286,256)	(422,615)	(61,913)
Total operating costs and expenses	(1,197,271)	(2,101,517)	(2,842,839)	(416,478)
Operating profit	547,154	1,096,735	1,604,937	235,125
Interest income	49,009	47,677	32,661	4,785
Other income, net, including exchange gains or losses	20,053	19,767	45,752	6,703
Loss from equity method investments	—	—	(229)	(34)
Taxation	12,752	(116,071)	(198,017)	(29,010)
Net income	628,968	1,048,108	1,485,104	217,569
(1) Share-based compensation expenses are allocated as follows				
Cost of revenues	(1,717)	(4,542)	(6,374)	(934)
Selling, general and administrative	(17,371)	(41,651)	(38,681)	(5,667)
Research and development	(20,760)	(37,784)	(41,263)	(6,045)
	<u>(39,848)</u>	<u>(83,977)</u>	<u>(86,318)</u>	<u>(12,646)</u>

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Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

Revenues. Our total revenues increased by 39.1% from RMB3.2 billion in 2008 to RMB4.4 billion (US\$651.6 million) in 2009. This increase was primarily due to a substantial increase in our revenues from online marketing services. Our online marketing revenues increased by 39.2% from RMB3.2 billion in 2008 to RMB4.4 billion (US\$651.2 million) in 2009. This increase was mainly attributable to the increase in the number of our online marketing customers from approximately 284,000 in 2008 to over 317,000 in 2009, and the increase in the average revenue per customer from approximately RMB11,200 in 2008 to approximately RMB14,000 (US\$2,054) in 2009. The increase in our online marketing customers was mainly due to our effective distribution network and our expanded direct sales, especially in Beijing, Shanghai, Guangzhou, Shenzhen and Dongguan. The increase in the average revenue per customer was primarily attributable to the increase in the number of paid clicks, and the higher price per click as more customers participated in our P4P auction platform. The number of paid clicks increased by approximately 16.9% from 2008 to 2009.

Operating Costs and Expenses. Our total operating costs and expenses increased by 35.3% from RMB2.1 billion in 2008 to RMB2.8 billion (US\$416.5 million) in 2009. This increase was primarily due to the expansion of our business.

- **Cost of Revenues.** Our cost of revenues increased by 39.9% from RMB1.2 billion in 2008 to RMB1.6 billion (US\$236.8 million) in 2009. This increase was primarily due to the following factors
- **Traffic Acquisition Costs.** Our traffic acquisition costs increased by 66.7% from RMB418.5 million in 2008 to RMB697.7 million (US\$102.2 million) in

2009. This was primarily due to the growth of revenue contribution from our Baidu Union members;

- **Bandwidth Costs and Depreciation Expenses.** Our bandwidth costs increased by 14.1% from RMB178.7 million in 2008 to RMB203.9 million (US\$29.9 million) in 2009. Our depreciation expenses of servers and other equipment increased by 11.1% from RMB225.8 million in 2008 to RMB251.0 million (US\$36.8 million) in 2009. The absolute increases in these costs were due to the expansion of our business. However, these costs in 2009 accounted for a lower percentage of total revenues than in 2008. The decreases in bandwidth costs and depreciation expenses as percentages of total revenues reflect our improved efficiency as well as the scalability of our Internet-based business model;
- **Business Tax and Surcharges.** Our business tax and surcharges increased by 37.9% from RMB200.1 million in 2008 to RMB275.9 million (US\$40.4 million) in 2009, primarily as a result of increase in our online marketing revenues; and
- **Operational Costs.** Our operational costs increased by 41.8% from RMB127.9 million in 2008 to RMB181.4 million (US\$26.6 million) in 2009, primarily due to the increase in the number and compensation levels of our operating and technical support employees to meet the needs of our growing operations.
- **Selling General and Administrative Expenses.** Our selling, general and administrative expenses increased by 21.9% from RMB659.8 million in 2008 to RMB804.0 million (US\$117.8 million) in 2009. This increase was primarily due to the following factors
 - total salaries and benefits and staff-related expenses increased by 13.1% from RMB353.8 million in 2008 to RMB400.3 million (US\$58.6 million) in 2009, primarily due to the increased direct sales headcount to support our expanded online marketing services;
 - total office operating expenses increased by 10.8% from RMB77.2 million in 2008 to RMB85.5 million (US\$12.5 million) in 2009, primarily as a result of increase and expansion of our direct sales offices;
 - total traveling, communication and business development expenses increased by 28.9% from RMB23.9 million in 2008 to RMB30.8 million (US\$4.5 million) in 2009, primarily due to the increased direct sales headcount and activities to support our expanded online marketing services; and
 - marketing and promotion expenses increased by 75.3% from RMB90.7 million in 2008 to RMB159.0 million (US\$23.3 million) in 2009 primarily due to the increased marketing and promotion activities.

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The above increases were partially offset by a 7.2% decrease in share-based compensation expenses allocated to selling, general and administrative expenses from RMB41.7 million in 2008 to RMB38.7 million (US\$5.7 million) in 2009, primarily due to the maturity of some share-based awards granted in prior years.

- **Research and Development Expenses.** Our research and development expenses increased by 47.6% from RMB286.3 million in 2008 to RMB422.6 million (US\$61.9 million) in 2009, primarily due to an increase in the number and compensation levels of research and development staff.

Operating Profit. As a result of the foregoing, we generated an operating profit of RMB1.6 billion (US\$235.1 million) in 2009, a 46.3% increase from 2008.

Taxation. Our income tax expenses increased by 70.6% from RMB116.1 million in 2008 to RMB198.0 million (US\$29.0 million) in 2009, primarily due to the expiration of tax holiday of our subsidiary Baidu Times.

Other income net including exchange gains or losses. Our other income, net, including exchange gains or losses was RMB45.8 million (US\$6.7 million) in 2009, compared to RMB19.8 million in 2008. The increase was primarily due to more government subsidies received in 2009.

Net Income. As a result of the foregoing, we had net income of RMB1.5 billion (US\$217.6 million) in 2009, a 41.7% increase from RMB1.0 billion in 2008.

Year Ended December 31, 2008 Compared to Year Ended December 31, 2007

Revenues. Our total revenues increased by 83.3% from RMB1.7 billion in 2007 to RMB3.2 billion in 2008. This increase was primarily due to a substantial increase in our revenues from online marketing services. Our online marketing revenues increased by 83.5% from RMB1.7 billion in 2007 to RMB3.2 billion in 2008. This increase was mainly attributable to the increase in the number of our online marketing customers from approximately 214,000 in 2007 to over 284,000 in 2008, and the increase in the average revenue per customer from approximately RMB8.100 in 2007 to approximately RMB11.200 in 2008. The increase in our online marketing customers was mainly due to our effective distribution network and our expanded direct sales, especially in Beijing, Shanghai, Guangzhou, Shenzhen and Dongguan. The increase in the average revenue per customer was primarily attributable to the increase in the number of paid clicks, and the higher price per click as more customers participated in our P4P auction platform. The number of paid clicks increased by approximately 48% from 2007 to 2008.

Operating Costs and Expenses. Our total operating costs and expenses increased by 75.5% from RMB1.2 billion in 2007 to RMB2.1 billion in 2008. This increase was primarily due to the expansion of our business.

- **Cost of Revenues.** Our cost of revenues increased by 79.0% from RMB645.4 million in 2007 to RMB1.2 billion in 2008. This increase was primarily due to the following factors
 - **Traffic Acquisition Costs.** Our traffic acquisition costs increased by 104.4% from RMB204.7 million in 2007 to RMB418.5 million in 2008. This was primarily due to the growth of revenue contribution from our Baidu Union members;
 - **Bandwidth Costs and Depreciation Expenses.** Our bandwidth costs increased by 52.0% from RMB117.6 million in 2007 to RMB178.7 million in 2008. Our depreciation expenses of servers and other computer hardware increased by 53.5% from RMB147.1 million in 2007 to RMB225.8 million in 2008. The absolute increases in these costs were due to the expansion of our business. However, these costs in 2008 accounted for a lower percentage of total revenues than in 2007. The decreases in bandwidth costs and depreciation expenses as percentages of total revenues reflect our improved efficiency as well as the scalability of our Internet-based business model;
 - **Business Tax and Surcharges.** Our business tax and surcharges increased by 83.9% from RMB108.8 million in 2007 to RMB200.1 million in 2008, primarily as a result of increase in our online marketing revenues; and
 - **Operational Costs.** Our operational costs increased by 95.1% from RMB65.5 million in 2007 to RMB127.9 million in 2008, primarily due to the increase in the number and compensation levels of our operating and technical support employees to meet the needs of our growing operations.

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- **Selling General and Administrative Expenses.** Our selling, general and administrative expenses increased by 60.5% from RMB411.2 million in 2007 to RMB659.8 million in 2008. This increase was primarily due to the following factors
 - total salaries and benefits and staff-related expenses increased by 61.8% from RMB218.7 million in 2007 to RMB353.8 million in 2008, primarily due to the increased direct sales and administrative headcount to support our expanded online marketing services;
 - share-based compensation expenses allocated to selling, general and administrative expenses increased by 139.8% from RMB17.4 million in 2007 to RMB41.7 million in 2008 primarily due to share-based awards granted to the new senior management personnel hired in 2008;
 - total office operating expenses increased by 37.6% from RMB56.1 million in 2007 to RMB77.2 million in 2008, as a result of increase and expansion of our direct sales offices; and
 - total traveling, communication and business development expenses increased by 46.6% from RMB16.3 million in 2007 to RMB23.9 million in 2008, primarily due to the increased administrative and direct sales headcount and activities to support our expanded online marketing services.
- **Research and Development Expenses.** Our research and development expenses increased by 103.4% from RMB140.7 million in 2007 to RMB286.3 million in 2008, primarily due to an increase in the number and compensation levels of research and development staff.

Operating Profit. As a result of the foregoing, we generated an operating profit of RMB1.1 billion in 2008, a 100.4% increase from 2007.

Taxation. Our income tax expenses were RMB116.1 million in 2008, compared to an income tax benefit of RMB12.8 million in 2007. The income tax expenses in 2008 were primarily due to one of our PRC subsidiaries being subject to an EIT rate of 12.5% in 2008, after the expiration of its full exemption from the EIT. Our income tax benefit in 2007 was primarily due to receipt of an incentive tax refund of RMB21.2 million arising from capital reinvestment in one of our PRC subsidiaries.

Other income net including exchange gains or losses. Our other income, net, including exchange gains or losses was RMB19.8 million in 2008, compared to RMB20.1 million in 2007.

Net Income. As a result of the foregoing, we had net income of RMB1.0 billion in 2008, a 66.6% increase from RMB629.0 million in 2007.

Inflation

Inflation in China has not materially impacted our results of operations. According to the National Bureau of Statistics of China, the change of consumer price index in China was 4.8%, 5.9% and -0.7% in 2007, 2008 and 2009, respectively. Although we were not materially affected by inflation in the past, we can provide no assurance that we will not be affected in the future by potentially higher rates of inflation in China. For example, certain operating costs and expenses, such as employee compensation and office operating expenses may increase as a result of higher inflation. Additionally, because a substantial portion of our assets consists of cash and cash equivalents and short-term investments, high inflation could significantly reduce the value and purchasing power of these assets. We are not able to hedge our exposure to higher inflation in China.

Foreign Currency

The average exchange rate between U.S. dollar and RMB has declined from RMB8.2264 per U.S. dollar in July 2005 to RMB6.8275 per U.S. dollar in December 2009. The functional currency of our subsidiaries in Japan is the Japanese yen, and their reporting currency is RMB. During 2009, the Japanese yen depreciated by approximately 2.4% against RMB. As of December 31, 2009, we recorded RMB113.5 million (US\$16.6 million) of net foreign currency translation loss in accumulated

other comprehensive loss as a component of shareholders' equity. We have not hedged exposures to exchange fluctuations using any hedging instruments. See also "Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — Fluctuation in the value of the RMB"

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may have a material adverse effect on your investment." and "Item 11. Quantitative and Qualitative Disclosures About Market Risk — Foreign Exchange Risk."

Critical Accounting Policies

We prepare financial statements in accordance with U.S. GAAP, which requires us to make judgments, estimates and assumptions that affect the reported amounts of our assets and liabilities and the disclosure of our contingent assets and liabilities at the end of each fiscal period and the reported amounts of revenues and expenses during each fiscal period. We continually evaluate these judgments and estimates based on our own historical experience, knowledge and assessment of current business and other conditions, our expectations regarding the future based on available information and assumptions that we believe to be reasonable, which together form our basis for making judgments about matters that are not readily apparent from other sources. Since the use of estimates is an integral component of the financial reporting process, our actual results could differ from those estimates. Some of our accounting policies require a higher degree of judgment than others in their application.

The selection of critical accounting policies, the judgments and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors that should be considered when reviewing our financial statements. For further information on our significant accounting policies, see Note 2 to our consolidated financial statements. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Revenue Recognition

We recognize revenues based on the following principles

Online Marketing Services

(1) Auction-based P4P Services

Our auction-based P4P platform enables a customer to place its website link and related description on our search result list. The customers make bids on keywords based on how much they are willing to pay for each click to their listings in the search results listed on our website and the relevance between the keywords and the customers' businesses. Internet users' search of the keyword will trigger the display of the listings. The ranking of the customers' listings depends on both the bidding price and the listings' relevance to the keyword searched. The customer pays us only when a user clicks on one of its website links. Revenue is recognized when a user clicks on one of the customer-sponsored website links, as there is persuasive evidence of an arrangement, the fee is fixed or determinable and collection is reasonably assured, as prescribed by ASC subtopic 605-10, or ASC 605-10, *Revenue Recognition Overall* (Pre-Codification Staff Accounting Bulletin No. 104).

For certain P4P customers engaged through direct sales, we may provide certain value-added consultative services to help our customers better utilize its P4P online marketing system. Fees for such services are recognized as revenue on a pro-rata basis over the contracted service period.

(2) Other Performance-based Online Marketing Services

To the extent we provide online marketing services based on performance criteria other than click-throughs, such as the number of telephone calls brought to our customers, the number of users registered with our customers, or the minimum number of click-throughs, revenue is recognized when the specified performance criteria are met together with satisfaction of other applicable revenue recognition criteria as prescribed by ASC 605-10.

(3) Time-based Online Advertising Services

For time-based online advertising services such as text links, banners or other forms of graphical advertisements, we recognize revenue, in accordance with ASC 605-10, on a pro-rata basis over the contractual term commencing on the date the customer's advertisement is displayed on a specified web page. For certain time-based contractual agreements, we may also provide certain performance guarantees, in which cases revenue is recognized at the later of the completion of the time commitment or performance guarantee.

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(4) Online Marketing Services Involving Baidu Union

Baidu Union is the program through which we expand distribution of our customers' sponsored links or advertisements by leveraging traffic of the Baidu Union members' Internet properties. We make payments to Baidu Union members for acquisition of traffic. We recognize gross revenue for the amount of fees we receive from our customers. Payments made to Baidu Union members are included in cost of revenues as traffic acquisition costs.

(5) Barter Transactions

We may engage in barter transactions from time to time and in such situations follow the provisions of ASC subtopic 845-10, *Nonmonetary Transactions Overall* (Pre-Codification Accounting Principles Board No. 29, *Accounting for Nonmonetary Transactions*). While nonmonetary transactions are generally recorded at fair value, if such value is not determinable within reasonable limits, we recognize the transaction based on the carrying value of the product or services we provide. The amount of revenues recognized for barter transactions was insignificant for each of the periods presented.

We recognized revenues for barter transactions involving advertising in accordance with ASC subtopic 605-20, *Revenue Recognition Services* (Pre-Codification Emerging Issues Task Force, or EITF, Issue No. 99-17, *Accounting for Advertising Barter Transactions*). However, neither the amount recognized nor the volume of such transactions qualified for income recognition was material for any of the periods presented.

According to ASC subtopic 505-50, *Equity Equity-based Payments to Non-Employees* (Pre-Codification EITF 00-8, *Accounting by a Grantee for an Equity Instrument to Be Received in Conjunction with Providing Goods or Services*), if we provide services in exchange for equity instruments, we are required to measure the fair value of those equity instruments for revenue recognition purposes as of the earlier of either of the following dates

- The date the parties come to a mutual understanding of the terms of the equity-based compensation arrangement and a commitment for performance by us to earn the equity instruments is reached; or
- The date at which our performance necessary to earn the equity instruments is completed.

If as of the measurement date, the fair value of the equity instruments received is not determinable within reasonable limits, the transaction is recognized based on the fair value of the services provided. If the fair value of both the equity instruments received and the services provided cannot be determined, no revenue is to be recognized for the services provided and the equity instrument received is to be recorded at zero carrying value. The amount of revenues recognized for such transactions was not material for any of the years presented.

(6) Other Revenue Recognition Related Policies

If a sales contract stipulates more than one of the services described in (1), (2) and (3) above, and the services are considered as multiple accounting units in accordance with ASC subtopic 605-25, or ASC 605-25, *Revenue Recognition Multiple-Element Arrangements* (Pre-Codification EITF 00-21, *Revenue Arrangements with Multiple Deliverables*), the total revenue on such arrangements is allocated to the individual deliverables based on their relative fair values. If sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue, the fee for the entire arrangement is recognized ratably over the term of the arrangement.

We engage third party distributors to deliver some of our online marketing services to end customers. In this context, we may provide cash incentives to distributors. The cash incentives are accounted for as a reduction of revenue in accordance with ASC subtopic 605-50, *Revenue Recognition Customer Payments and Incentives* (Pre-Codification EITF 01-9, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)*).

Cash received in advance from customers is recorded as customer deposits. The unused cash balances remaining in customers' accounts are included as a liability of our company. Deferred revenue is recorded when the services are provided before the applicable revenue recognition criteria set forth in ASC 605-10 are fulfilled.

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Share-based Compensation

We account for share-based compensation in accordance with ASC subtopic 718-10, or ASC 718-10, *Compensation-Stock Compensation Overall* (Pre-Codification Statement of Financial Accounting Standards, or SFAS, No. 123R, *Share-Based Payment*). Under the provisions of ASC 718-10, share-based compensation cost is estimated at the grant date based on the award's fair value as calculated by the Black-Scholes-Merton (BSM) option-pricing model and is recognized as expense over the requisite service period. The BSM model requires various highly judgmental assumptions including volatility and expected option life. Volatility is measured using historical daily price changes of our ADSs over the respective expected life of the option. Expected option life is the number of years that we estimate, based on the vesting and contractual terms and employee demographics. If any of the assumptions used in the BSM model change significantly, share-based compensation expenses may differ materially in the future from that recorded in the current period.

In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. We estimate the forfeiture rate

based on historical experience. Further, to the extent our actual forfeiture rate is different from our estimate, stock-based compensation expense is adjusted accordingly.

Income Taxes

We are subject to income taxes in the PRC and Japan. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes.

ASC subtopic 740-10, or ASC 740-10, *Income Taxes - Overall* (Pre-Codification Financial Accounting Standard Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109*), contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC 740-10 (Pre-Codification SFAS No. 109, *Accounting for Income Taxes*). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement.

We make assumptions, judgments and estimates in the recognition and measurement of a tax position taken or expected to be taken in a tax return. These judgments, assumptions and estimates take into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts of unrecognized, uncertain tax positions, if any, provided or to be provided for in our consolidated financial statements. Although we believe we have adequately reserved for our uncertain tax positions, no assurance can be given that the final tax outcome of these matters will not be different. In general, PRC and Japanese tax authorities have up to five and seven years, respectively, to conduct examination on our tax filings. Accordingly, our PRC subsidiaries and affiliated entities tax filings for the tax years 2006 to 2009 and our Japanese subsidiary's tax filings for the tax years 2006 to 2009 remain open to examination by the respective taxing jurisdictions.

Our assumptions, judgments and estimates relative to the value of a deferred tax asset take into account predictions of the amount and category of future taxable income, such as income from operations. Actual operating results and the underlying amount and category of income in future years could render our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ from our estimates, and thus materially impact our financial position and results of operations. We do not believe that net deferred tax assets related with our Japan and Hong Kong operations are more likely than not to be realized. Consequently, we have provided full valuation allowances on the related net deferred tax assets.

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Allowance for Doubtful Accounts

Accounts receivable are recognized and carried at original invoiced amount less an allowance for any potential uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. We generally do not require collateral from our customers.

We maintain allowances for doubtful accounts for estimated losses resulting from the failure of customers to make payments on time. We review the accounts receivable on a periodic basis and make general and specific allowances when there is doubt as to the collectibility of individual balances. In evaluating the collectibility of individual receivable balances, we consider many factors, including the age of the balance, the customer's past payment history, its current credit-worthiness and current economic trends. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, or if the operators decide not to pay us, additional allowances may be required which could materially impact our financial position and results of operations.

Impairment of Long-Lived Assets

We evaluate long-lived assets, such as property and equipment and purchased or internally developed intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable in accordance with ASC subtopic 360-10, *Property Plant and Equipment - Overall* (Pre-Codification SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*). We assess the recoverability of an asset group based on the undiscounted future cash flows the asset group is expected to generate and recognize an impairment loss when the estimated undiscounted future cash flows expected to result from the use of the asset group plus net proceeds expected from the disposition of the asset group, if any, are less than the carrying value of the asset group. If we identify an impairment, we reduce the carrying amount of the asset group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. We use estimates and judgments in our impairment tests and if different estimates or judgments had been utilized, the timing or the amount of any impairment charges could be different.

Impairment of Goodwill and Intangible Assets with Indefinite Life

We assess goodwill and non-amortized intangible assets for impairment in accordance with ASC subtopic 350-20, or ASC 350-20, *Intangibles - Goodwill and Other - Goodwill* (Pre-Codification SFAS No. 142, *Goodwill and Other Intangible Assets*), which requires that goodwill and non-amortized intangible assets be tested for impairment at the "reporting unit level" at least annually and more frequently upon the occurrence of certain events, as defined by ASC 350-20. Intangible assets with an indefinite useful life are not amortized. In accordance with this policy, one of the domain name assets, which was acquired in July 2006, and the "Baidu" trademark are not subject to amortization, as the remaining useful life is indefinite. Based on our business activities and operational management perspective, we have determined that there is only one reporting unit. Goodwill and non-amortized intangible assets were tested for impairment in the annual impairment tests on December 31 in each of the years 2007, 2008, and 2009 using the two-step process required by ASC 350-20. First, we reviewed the carrying amount of the reporting unit compared to the "fair value" of the reporting unit based on quoted market prices of our ordinary shares. If such comparison reflected potential impairment, we would then prepare the discounted cash flow analyses. Such analyses are based on cash flow assumptions that are consistent with the plans and estimates being used to manage the business. Cash flow assumptions include estimating future cash flows, determining appropriate discount rates and making other assumptions. Changes in these estimates and assumptions could materially affect the determination of fair value for the reporting unit. An excess of the carrying value of the goodwill over the fair value of the goodwill would indicate that the goodwill may be impaired. Finally, if we determined that goodwill may be impaired, the "implied fair value" of the goodwill, as defined by ASC 350-20, would be compared to its carrying amount to determine the impairment loss, if any. There has been no impairment of goodwill in any of the years presented.

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Recent Accounting Pronouncements

In October 2009, the FASB issued Accounting Standards Update, or ASU, No. 2009-13, *Multiple-Deliverable Revenue Arrangements*. ASU 2009-13 amends ASC 605-25, *Revenue Recognition - Multiple-Element Arrangements*, regarding revenue arrangements with multiple deliverables. These updates address how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and how the arrangement consideration should be allocated among the separate units of accounting. These updates are effective for fiscal years beginning after June 15, 2010 and may be applied retrospectively or prospectively for new or materially modified arrangements. In addition, early adoption is permitted. We do not expect that the adoption of ASU 2009-13 will have a material impact on our consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-14, *Certain Revenue Arrangements That Include Software Elements*. ASU 2009-14 amends the scope of ASC sub-topic 985-605, *Software Revenue Recognition*, to exclude all tangible products containing both software and non-software components that function together to deliver the product's essential functionality. ASU 2009-14 is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and shall be applied on a prospective basis. Early application is permitted as of the beginning of an entity's fiscal year. We do not expect that the adoption of ASU 2009-14 will have a material impact on our consolidated financial statements.

In June 2009, the Financial Accounting Standard Board, or FASB, issued SFAS 167 (subsequently codified as ASU No. 2009-17), *Amendments to FASB Interpretation No. 46(R)*, which amends guidance regarding consolidation of variable interest entities to address the elimination of the concept of a qualifying special purpose entity. ASU 2009-17 also replaces the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of the variable interest entity, and the obligation to absorb losses of the entity or the right to receive benefits from the entity. Additionally, ASU 2009-17 requires any enterprise that holds a variable interest in a variable interest entity to provide enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise's involvement in a variable interest entity. ASU 2009-17 is effective for interim and annual reporting periods beginning after November 30, 2009. ASU 2009-17 may be applied retrospectively in previously issued financial statements for one or more years with a cumulative-effect adjustment to retained earnings as of the beginning of the first year restated. We do not expect that the adoption of ASU 2009-17 will have a material impact on our consolidated financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures - Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends ASC 820 to require a number of additional disclosures regarding (1) the different classes of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in Level 3 fair value measurements, and (4) the transfers between Levels 1, 2, and 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. We do not expect that the adoption of ASU 2010-06 will have a material impact on our consolidated financial statements.

B. Liquidity and Capital Resources

Our principal sources of liquidity are our cash, cash equivalents and short-term investments, which comprise primarily of fixed rate investments maturing within one year, as well as the cash flow generated from our operations. We believe that our current cash, cash equivalents, short-term investments and anticipated cash flow from operations will be sufficient to meet our anticipated cash needs, including our cash needs for working capital and capital expenditures, for at least the next 12 months. We may, however, require additional cash due to changing business conditions or other future developments, including any investments or acquisitions we may decide to pursue. If our existing cash is insufficient to meet our requirements, we may seek to sell additional equity securities, debt securities or borrow from banks.

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[Table of Contents](#)**Cash Flows and Working Capital**

The following table sets forth a summary of our cash flows for the periods indicated

	For the Year Ended December 31,			
	2007	2008	2009	
	RMB	RMB	RMB	US\$
	(In thousands)			
Net cash generated from operating activities	935,152	1,746,199	2,279,435	333,939
Net cash used in investing activities	(713,216)	(661,102)	(536,069)	(78,535)
Net cash generated from (used in) financing activities	40,698	(35,637)	95,093	13,931
Effect of exchange rate changes on cash	(48,308)	(37,889)	(741)	(108)
Net increase in cash and cash equivalents	214,326	1,011,571	1,837,718	269,227
Cash and cash equivalents at beginning of the period	1,136,274	1,350,600	2,362,171	346,060
Cash and cash equivalents at end of the period	1,350,600	2,362,171	4,199,889	615,287

Operating Activities

Net cash generated from operating activities increased to RMB2.3 billion (US\$333.9 million) in 2009 from RMB1.7 billion in 2008. This increase was mainly attributable to several factors, including (i) the substantial increase in net income to RMB1.5 billion (US\$217.6 million) in 2009 compared to net income of RMB1.0 billion in 2008; (ii) the increase in add-back of non-cash expenses, mainly consisting of share-based compensation and depreciation expenses; and (iii) the increases in customer advance, deferred revenues and accounts payable.

Net cash generated from operating activities increased to RMB1.7 billion in 2008 from RMB935.2 million in 2007. This increase was mainly attributable to several factors, including (i) the substantial increase in net income to RMB1.0 billion in 2008 compared to net income of RMB629.0 million in 2007; (ii) the increase in add-back of non-cash expenses, mainly consisting of share-based compensation and depreciation expenses; (iii) the increase in customer advances and deposits resulting from the increased number of P4P customers; and (iv) the increase in accrued expenses and other liabilities, partially offset by an increase of RMB47.8 million in other non-current assets primarily due to deposits for new offices we rent.

Investing Activities

Net cash used in investing activities decreased from RMB661.1 million in 2008 to RMB536.1 million (US\$78.5 million) in 2009, primarily due to less spending on acquisition of fixed assets and construction of Baidu Campus.

Net cash used in investing activities decreased from RMB713.2 million in 2007 to RMB661.1 million in 2008, primarily due to less spending on acquisition of fixed assets and no further spending on land use right for our new corporate headquarters in 2008.

Financing Activities

Net cash flow generated from financing activities was RMB95.1 million (US\$13.9 million) in 2009, compared to a net cash flow of RMB35.6 million used in financing activities in 2008, primarily due to the receipt of cash payments previously made by us, plus pre-determined premiums, in two structured share repurchase transactions in 2009.

Net cash outflow in financing activities was RMB35.6 million in 2008, compared to a net cash inflow of RMB40.7 million from financing activities in 2007, primarily due to an upfront cash payment of US\$10 million made under a structured share repurchase transaction entered into in December 2008, partially offset by the proceeds received from exercise of our share options in 2008.

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We are a holding company with no operations of our own. We conduct our operations in China primarily through our indirect wholly owned subsidiaries and our consolidated affiliated entities in China. As a result, our ability to pay dividends and to finance any debt we may incur depends upon dividends paid by our PRC subsidiaries and license and service fees paid by our PRC consolidated affiliated entities. If any of our subsidiaries incurs debt on its own behalf in the future, the instruments governing such debt may restrict its ability to pay dividends to us. In addition, our PRC subsidiaries are permitted to pay dividends to us only out of their retained earnings, if any, as determined in accordance with PRC accounting standards and regulations. Under PRC law, our subsidiaries and consolidated affiliated entities in the PRC are required to set aside at least 10% of their after-tax profit each year to fund a statutory reserve fund until the amount of the reserve fund reaches 50% of such entity's registered capital. Although these statutory reserve funds can be used, among other ways, to increase the registered capital and eliminate future losses in excess of retained earnings of the respective companies, these reserve funds are not distributable as cash dividends except in the event of a solvent liquidation of the companies. See Note 13 to our consolidated financial statements.

Capital Expenditures

We made capital expenditures of RMB569.1 million, RMB417.9 million and RMB399.3 million (US\$58.5 million) in 2007, 2008 and 2009, respectively, representing 32.6%, 13.1% and 9.0% of our total revenues, respectively. In January 2010, we entered into an agreement with Rakuten, Inc., the largest e-commerce website in Japan, to form a joint venture to build a business-to-business-to-consumer (B2B2C) online shopping mall for Chinese Internet users. Under the agreement, we will invest RMB64.5 million into the joint venture in 2010. Our capital expenditures were used primarily to purchase servers, network equipment and other computer hardware for our business, the acquisition of the land use right and the construction for our new corporate headquarters, Baidu Campus. We funded our capital expenditures primarily with net cash flow from operating activities.

In late 2005, we entered into an agreement to acquire the land use right in Beijing to build our new corporate headquarters. We made a total payment of RMB97.6 million for the land use right. The construction and renovation of our new corporate headquarters were completed in 2009, and we moved into the new building in November 2009. Our capital expenditures in connection with the construction of our new office building were RMB102.1 million in 2007, RMB172.3 million in 2008 and RMB209.2 million (US\$30.6 million) in 2009, excluding the above-mentioned payment for land use right. Our capital expenditures may increase substantially in the near term as our business continues to grow and as we expand and improve our network infrastructure.

C. Research and Development

We have a team of experienced engineers who are mostly based at our headquarters in Beijing. We recruit most of our engineers locally and have established various recruiting and training programs with leading universities in China. We have also recruited experienced engineers from overseas. We compete aggressively for engineering talent to help us address challenges such as Chinese language processing, information retrieval and high performance computing. In each of the three years ended December 31, 2007, 2008 and 2009, our research and development expenditures, including share-based compensation expenses for research and development staff, were RMB140.7 million, RMB286.3 million and RMB422.6 million (US\$61.9 million), representing 8.1%, 9.0% and 9.5% of our total revenues for 2007, 2008 and 2009, respectively.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the year ended December 31, 2009 that are reasonably likely to have a material adverse effect on our net revenues, income, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. Off-Balance Sheet Arrangements

We have not entered into any financial guarantees or other commitments to guarantee the payment obligations of any third parties. We have not entered into any off-balance sheet derivative instruments. Furthermore, we do not

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have any retained or contingent interest in assets transferred to an unconsolidated entity that serves as credit, liquidity or market risk support to such entity. We do not have any variable interest in any unconsolidated entity that provides financing, liquidity, market risk or credit support to us or engages in leasing, hedging or research and development services with us.

F. Contractual Obligations

The following table sets forth our contractual obligations by specified categories as of December 31, 2009

	Payment Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
			(In RMB thousands)		
Operating lease obligations(1)	256,640	216,606	26,318	13,716	—
Capital commitments(2)	40,294	40,294	—	—	—
Total	296,934	256,900	26,318	13,716	—

(1) Operating lease obligations represent the lease obligations for our premises and bandwidth obligations.

(2) Capital commitments relate primarily to expenditures in connection with Baidu Campus.

Other than the contractual obligations set forth above and a contingent consideration of RMB4.2 million that may be paid pursuant to a business acquisition, we do not have any contractual obligations that are long-term debt obligations, capital (finance) lease obligations, purchase obligations or other long-term liabilities reflected on our balance sheet under U.S. GAAP.

Item 6. Directors, Senior Management and Employees

A. Directors and Senior Management

The following table sets forth information regarding our executive officers and directors as of the date of this annual report.

Directors and Executive Officers	Age	Position/Title
Robin Yanhong Li	41	Chairman and Chief Executive Officer
Jennifer Li	42	Chief Financial Officer
William I. Chang	46	Chief Scientist
William Decker	63	Independent Director
James Ding	45	Independent Director
Nobuyuki Idei	72	Independent Director
Greg Penner	40	Independent Director

Robin Yanhong Li is a co-founder of our company. Mr. Li has served as our chairman of the board since our inception in January 2000 and as our chief executive officer since January 2004. Mr. Li served as our president from February 2000 to December 2003. Prior to founding our company, Mr. Li worked as a staff engineer for Infoseek, a pioneer in the Internet search engine industry, from July 1997 to December 1999. Mr. Li was a senior consultant for IDD Information Services from May 1994 to June 1997. Mr. Li currently serves as an independent director, chairman of the compensation committee and member of the audit and nominating and corporate governance committees of the board of directors of New Oriental Education & Technology Group Inc., the largest private educational services provider in China that is listed on the New York Stock Exchange. Mr. Li received a bachelor's degree in information science from Peking University in China and a master's degree in computer science from the State University of New York at Buffalo.

Jennifer Li has served as our chief financial officer since March 2008. Prior to joining our company, Ms. Li served as controller of General Motors Acceptance Corporation's North American Operations from 2005 to 2008. Prior to GMAC, Ms. Li worked at General Motors China, where she was responsible for overseeing finance functions of General Motors wholly owned and joint venture businesses in China from 2001 to 2004, with the last

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post as its chief financial officer. From 1994 to 2001, she held several other finance positions at General Motors in China, Singapore, the United States and Canada. Ms. Li holds an MBA degree from the University of British Columbia in Vancouver, B.C., Canada and a bachelor of arts degree from Tsinghua University in China.

William I. Chang has served as our chief scientist since January 2007. Dr. Chang is a recognized expert in search technology, online community and advertising business models. From 2001 to January 2007, he served as chairman, president and chief executive officer of the Affini, Inc., a search technology and software company he founded. Since January 2007, he has served as chairman of Affini, Inc. From 2000 to 2001, Dr. Chang served as chief technology officer at Sentius Corporation, a hypertext software company, where he created a contextual advertising product. From 1998 to 1999, Dr. Chang served as vice president of Go Network. From 1997 to 1998, he was the chief technology officer of Infoseek, where he created the Infoseek natural language search engine for both the Internet search and enterprise applications. From 1991 to 1995, Dr. Chang worked as a postdoctoral fellow and associate staff researcher with the Cold Spring Harbor Laboratory, where he mapped a genome and invented a protein sequence search methodology. Dr. Chang received a bachelor's degree in mathematics from Harvard University and a Ph.D. in computer science from the University of California, Berkeley.

William Decker has served as our independent director since October 2005. Mr. Decker currently serves as an independent director and the chairman of the audit committee of VisionChina Media Inc., a Nasdaq-listed company that operates an out-of-home advertising network in China. He is a retired partner of PricewaterhouseCoopers LLP. Prior to his retirement in July 2005, Mr. Decker was the senior partner in charge of PricewaterhouseCoopers LLP's Global Capital Markets Group. He led a team of more than 300 professionals in 25 countries to provide technical support to non-U.S. companies on SEC regulations and U.S. GAAP reporting and assistance with the Sarbanes-Oxley Act compliance work. He was also one of PricewaterhouseCoopers' lead authorities on the Sarbanes-Oxley Act. Mr. Decker received a bachelor's degree in accounting from Fairleigh Dickinson University in New Jersey.

James Ding has served as our independent director since our initial public offering in August 2005. Mr. Ding is a managing director of GSR Ventures, a venture capital fund focusing on early stage technology companies in China. He also has served as the chairman of the board of directors of AsiaInfo Holdings, Inc., a Nasdaq-listed company, since April 2003 and has served as a member of the board of AsiaInfo since its inception. He served as AsiaInfo's chief executive officer from May 1999 to April 2003. He was AsiaInfo's senior vice president for business development and chief technology officer from 1997 to 1999. Mr. Ding received a master's degree in information science from the University of California, Los Angeles and a bachelor's degree in chemistry from Peking University in China.

Nobuyuki Idei has served as our independent director since June 2007. An experienced director, Mr. Idei also currently serves as chairman of the advisory board of Sony Corporation, director of Accenture, director of Red Herring and chairman of the National Conference on Fostering Beautiful Forests in Japan. Mr. Idei is founder and CEO of Quantum Leaps Corporation, a specialist consultancy that advises private and public institutions on the changing role of technology in the 21st century. From 2000 to 2005, Mr. Idei was chairman and CEO of Sony Corporation. Prior to that, he held a range of leadership positions at Sony including general manager of the audio division, senior general manager of the home video group, and president and representative director. Mr. Idei has also served in a number of other advisory positions including as counselor to the Bank of Japan, member of Japan's national IT Strategy Council, and as vice chairman of Nippon Keidanren. Mr. Idei received a bachelor of science degree in economics and politics from Waseda University in Tokyo.

Greg Penner has served as our director since July 2004. Mr. Penner is a general partner of Madrone Capital Partners, an investment firm based in Menlo Park, California. From 2002 to 2004, he was the senior vice president and chief financial officer of Wal-Mart Japan, and was a director of The Seiyu, Ltd., a Japanese retailer from 2002 to 2008 when the company was acquired by Wal-Mart Stores, Inc. From 2000 to 2002, Mr. Penner was responsible for the business development, legal and finance affairs of Walmart.com, Wal-Mart's Internet business based in California. Prior to joining Wal-Mart, Mr. Penner was a general partner at Peninsula Capital, an early stage venture capital fund. In addition to Baidu, Mr. Penner also serves as a director of Wal-Mart Stores, Inc., the Hyatt Hotels Corporation, where he is a member of the finance committee, Cui, Inc., a privately held Internet search engine developer and 99Bill Corporation, based in Shanghai, China. Mr. Penner received a bachelor's degree in

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international economics from the School of Foreign Service at Georgetown University and an M.B.A. degree from the Stanford Graduate School of Business.

B. Compensation

In 2009, we paid an aggregate of approximately RMB9.9 million (US\$1.5 million) in cash compensation and granted options to purchase an aggregate of 51,706 Class A ordinary shares to our executive officers as a group (including our former chief operating officer and former chief technology officer, who resigned separately in January 2010 and are not listed under "A. Directors and Senior Management"). We also paid an aggregate of approximately RMB0.8 million (US\$0.1 million) in cash compensation to our non-executive directors as a group. We did not grant any new share-based awards to our non-executive directors in 2009. Our PRC subsidiaries and consolidated affiliated entities are required by law to make contributions equal to certain percentages of each employee's salary for his or her pension insurance, medical insurance, housing fund, unemployment and other statutory benefits. Other than the above-mentioned pension insurance mandated by applicable PRC law, we have not set aside or accrued any amount to provide pension, retirement or other similar benefits to our executive officers and directors. No executive officer is entitled to any severance benefits upon termination of his or her employment with our company except as required under applicable PRC law.

Our board of directors and shareholders approved the issuance of up to 5,040,000 ordinary shares upon exercise of awards granted under our 2000 option plan. As of December 31, 2009, an aggregate of 202,368 Class A ordinary shares were issuable upon exercise of outstanding awards granted under our 2000 option plan. At the annual general meeting held on December 16, 2008, our shareholders approved a new 2008 share incentive plan, which has reserved an additional 3,428,777 Class A ordinary shares for awards to be granted pursuant to its terms. As of December 31, 2009, no awards had been granted under the 2008 share incentive plan.

The following table summarizes, as of December 31, 2009, the outstanding options and restricted shares that we granted to our current directors and executive officers and to other individuals as a group under our 2000 option plan.

Name	Ordinary Shares Underlying Outstanding Options	Exercise Price (US\$/Share)	Grant Date	Expiration Date
Robin Yanhong Li	22,050	49.25	February 15, 2006	February 15, 2011
	15,000	124.90	January 24, 2007	January 24, 2012
	20,000	133.86	February 11, 2009	February 11, 2014
Jennifer Li	*(1)	—	April 16, 2008	N/A
	*	133.86	February 11, 2009	February 11, 2014
William I. Chang	*	124.90	January 24, 2007	January 24, 2012
William Decker	*(1)	—	January 11, 2008	N/A
James Ding	*(1)	—	January 11, 2008	N/A
Nobuyuki Idei	*	183.23	January 10, 2008	July 25, 2012
Greg Penner	*(1)	—	January 11, 2008	N/A
Other individuals as a group(2)	109,356	—	—	—

* The options and restricted shares in aggregate held by each of these directors and officers represent less than 1% of our total outstanding shares.

- (1) Restricted shares.
- (2) Includes our former chief operating officer and former chief technology officer, who resigned separately in January 2010.

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The following paragraphs summarize the key terms of our 2000 option plan, which was amended and restated on December 16, 2008, and our 2008 share incentive plan.

2000 Option Plan

Types of Awards. We may grant the following types of awards under our 2000 option plan

- our ordinary shares;
- options to purchase our ordinary shares; and
- any other securities with value derived from the value of our ordinary shares.

Plan Administration. Our board of directors, or a committee designated by our board of directors, administers our 2000 option plan. In each case, our board of directors or the committee, will determine the provisions and terms and conditions of each award grant. These include, among other things, the option vesting schedule, repurchase provisions, rights of first refusal, forfeiture provisions, form of payment upon settlement of an award, payment contingencies and satisfaction of any performance criteria.

Award Agreement. Awards granted under our 2000 option plan are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award. In addition, in the case of options, the award agreement also specifies whether the option constitutes an incentive stock option, or ISO, or a non-qualifying stock option.

Eligibility. We may grant awards to employees, directors and consultants of our company or any of our related entities, which include our subsidiaries or any entities in which we hold a substantial ownership interest. However, we may grant ISOs only to our employees and employees of our majority-owned subsidiaries.

Acceleration of Awards upon Corporate Transactions. The outstanding awards will accelerate upon occurrence of a change-of-control corporate transaction in which the successor entity does not assume our outstanding awards under our 2000 option plan. In such event, each outstanding award will become fully vested and immediately exercisable, the transfer restrictions on the awards will be released (other than those applicable to ISOs), and the repurchase or forfeiture rights will terminate immediately before the date of the change-of-control transaction. If the successor entity assumes our outstanding awards and later terminates the grantee's employment or service without cause, or if the grantee resigns voluntarily with good cause within 12 months of the change-of-control transaction, the outstanding awards automatically become fully vested and exercisable.

Exercise Price and Term of Awards. If we grant an ISO to an employee, who, at the time of that grant, owns shares representing more than 10% of the voting power of all classes of our share capital, the exercise price cannot be less than 110% of the fair market value of our ordinary shares on the date of that grant. To the extent not prohibited by applicable law or exchange rules, a downward adjustment of the exercise price per share subject to an outstanding option may be made in the absolute discretion of the plan administrator without the approval of our shareholders or the affected grantees.

The term of each award is stated in the award agreement. The term may not exceed ten years from the date of the grant, except that five years is the maximum term of an ISO granted to an employee who holds more than 10% of the voting power of our share capital.

Vesting Schedule. In general, the plan administrator determines, or the award agreement specifies, the vesting schedule. Options generally vest over a four-year period beginning from one year after the grant date. The award agreements may provide that grantees may elect at any time during their employment or service to exercise any part or all of the awards prior to full vesting of the awards. But such early exercise may be subject to a repurchase right as determined by the plan administrator. When an optionee's employment or service is terminated, the optionee may exercise his or her options that have vested as of the termination date within three months of termination or as determined by our plan administrator.

Repurchase Rights. If an award agreement provides for repurchase rights upon termination of a grantee's employment or service, it must (or may, with respect to awards granted to officers, directors or consultants) provide that (i) such repurchase right must be exercised within 90 days of termination of the grantee's employment or

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service (or, in the case of exercise of awards after termination of the grantee's employment or service, within 90 days following such exercise), (ii) the repurchase price must be equal to the original purchase price paid by the grantee for each such share, and (iii) the right to repurchase will lapse at the rate of at least 20% of the shares subject to the award per year over five years from the date the award is granted (without respect to the date the award was exercised or became exercisable).

Amendment and Termination. Our board of directors may at any time amend, suspend or terminate our 2000 option plan. Amendments to our 2000 option plan are subject to shareholder approval, to the extent required by law, or by stock exchange rules or regulations. Any amendment, suspension or termination of our 2000 option plan must not adversely affect awards already granted without written consent of the recipient of such awards. Unless terminated earlier, our 2000 option plan shall continue in effect for a term of ten years from the date of adoption.

2008 Share Incentive Plan

Types of Awards. We may grant the following types of awards under our 2008 share incentive plan

- options;
- restricted shares;
- restricted share units; and
- any other form of award granted to a participant pursuant to the 2008 plan.

Plan Administration. The compensation committee of our board of directors administers our 2008 share incentive plan, but may delegate to a committee of one or more members of our board of directors the authority to grant or amend awards to participants other than independent directors and executive officers. The compensation committee will determine the provisions and terms and conditions of each award grant, including, but not limited to, the exercise price, the grant price or purchase price, any restrictions or limitations on the award, any schedule for lapse of forfeiture restrictions or restrictions on the exercisability of an award, and accelerations or waivers thereof, any provisions related to non-competition and recapture of gain on an award, based in each case on such considerations as the committee in its sole discretion determines. The compensation committee has the sole power and discretion to cancel, forfeit or surrender an outstanding award (whether or not in exchange for another award or combination of awards).

Award Agreement. Awards granted under our 2008 share incentive plan are evidenced by an award agreement that sets forth the terms, conditions and limitations for each award which may include the term of an award, the provisions applicable in the event the participant's employment or service ends, and our authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an award.

Eligibility. We may grant awards to employees, directors and consultants of our company or any of our related entities, which include our subsidiaries or any entities in which we hold a substantial ownership interest. However, we may grant ISOs only to our employees and employees of our majority-owned subsidiaries.

Acceleration of Awards upon Corporate Transactions. The outstanding awards will accelerate upon occurrence of a change-of-control corporate transaction in which the successor entity does not assume our outstanding awards under our 2008 share incentive plan, provided that the plan participant remains an employee, consultant or member of our board of directors on the effective date of the corporate transaction. In such event, each outstanding award will become fully exercisable and all forfeiture restrictions on such award will lapse immediately prior to the specified effective date of the corporate transaction.

If the successor entity assumes our outstanding awards and later terminates the grantee's employment or service without cause, or if the grantee resigns voluntarily with good reason within 12 months of the corporate transaction, the outstanding awards automatically will become fully vested and exercisable. The compensation committee may also, in its sole discretion, upon or in anticipation of a corporate transaction, accelerate awards, purchase the awards from the plan participants, replace the awards, or provide for the payment of the awards in cash.

Exercise Price and Term of Awards. The exercise price per share subject to an option may be amended or adjusted in the absolute discretion of the compensation committee, the determination of which shall be final.

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binding and conclusive. To the extent not prohibited by applicable laws or exchange rules, a downward adjustment of the exercise prices of options mentioned in the preceding sentence shall be effective without the approval of our shareholders or the approval of the affected grantees. If we grant an ISO to an employee, who, at the time of that grant, owns shares representing more than 10% of the voting power of all classes of our share capital, the exercise price cannot be less than 110% of the fair market value of our ordinary shares on the date of that grant. The compensation committee will determine the time or times at which an option may be exercised in whole or in part, including exercise prior to vesting. The term may not exceed ten years from the date of the grant, except that five years is the maximum term of an ISO granted to an employee who holds more than 10% of the voting power of our share capital.

Restricted Shares and Restricted Share Units. The compensation committee is also authorized to make awards of restricted shares and restricted share units. Except

as otherwise determined by the compensation committee at the time of the grant of an award or thereafter, upon termination of employment or service during the applicable restriction period, restricted shares that are at the time subject to restrictions shall be forfeited or repurchased in accordance with the respective award agreements. At the time of grant for restricted share units, the compensation committee shall specify the date on which the restricted share units shall become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate.

Amendment and Termination. With the approval of our board of directors, the compensation committee may at any time amend, suspend or terminate our 2008 share incentive plan. Amendments to our 2008 share incentive plan are subject to shareholder approval, to the extent required by law, or by stock exchange rules or regulations. Any amendment, suspension or termination of our 2008 share incentive plan must not adversely affect in any material way awards already granted without written consent of the recipient of such awards. Unless terminated earlier, our 2008 share incentive plan shall continue in effect for a term of ten years from the date of adoption.

C. Board Practices

Board of Directors

Our board of directors has five directors. A director is not required to hold any shares in the company by way of qualification. A director may vote with respect to any contract, proposed contract or arrangement in which he is materially interested. A director may exercise all the powers of the company to borrow money, mortgage its undertakings, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of the company or of any third party. The remuneration to be paid to the directors are determined by the board of directors. There is no age limit requirement for directors.

Committees of the Board of Directors

We have three committees under the board of directors — an audit committee, a compensation committee and a corporate governance and nominating committee. We have adopted a charter for each of the three committees.

Audit Committee

Our audit committee consists of Messrs. William Decker, James Ding and Greg Penner, all of whom satisfy the “independence” requirements of Rule 5605(a)(2) of the NASDAQ Stock Market Rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. Our board of directors has determined that Mr. Decker is an audit committee financial expert as defined in the instructions to Item 16A of the Form 20-F. The audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our company. The audit committee is responsible for, among other things

- appointing, retaining and overseeing the work of the independent auditors, including resolving disagreements between the management and the independent auditors relating to financial reporting;
- pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing annually the independence and quality control procedures of the independent auditors;
- reviewing and approving all proposed related party transactions;

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- discussing the annual audited financial statements with the management;
- meeting separately with the independent auditors to discuss critical accounting policies, management letters, recommendations on internal controls, the auditor’s engagement letter and independence letter and other material written communications between the independent auditors and the management; and
- attending to such other matters that are specifically delegated to our audit committee by our board of directors from time to time.

In 2009, our audit committee held meetings or passed resolutions by unanimous written consent five times.

Compensation Committee

Our compensation committee consists of Messrs. James Ding and Greg Penner, both of whom satisfy the “independence” requirements of Rule 5605(a)(2) of the NASDAQ Stock Market Rules. The compensation committee assists the board in reviewing and approving our compensation structure, including all forms of compensation relating to our directors and executive officers. Our chief executive officer may not be present at any committee meeting while his compensation is deliberated. The compensation committee is responsible for, among other things

- reviewing and approving executive compensation;
- reviewing periodically and approving any long-term incentive compensation or equity plans, programs or similar arrangements, annual bonuses, employee pension and welfare benefit plans;
- determining our policy with respect to change of control or “parachute” payments; and
- managing and reviewing director and executive officer indemnification and insurance matters.

In 2009, our compensation committee passed resolutions by unanimous written consent once.

Corporate Governance and Nominating Committee

Our corporate governance and nominating committee consists of Messrs. James Ding and Greg Penner, both of whom satisfy the “independence” requirements of Rule 5605(a)(2) of the NASDAQ Stock Market Rules. The corporate governance and nominating committee assists the board of directors in selecting individuals qualified to become our directors and in determining the composition of the board and its committees. The corporate governance and nominating committee is responsible for, among other things

- recommending to the board nominees for election or re-election to the board or for appointments to fill any vacancies;
- reviewing annually the performance of each incumbent director in determining whether to recommend such director for an additional term;
- overseeing the board in the board’s annual review of its own performance and the performance of the management; and
- considering, preparing and recommending to the board such policies and procedures with respect to corporate governance matters as may be required or required to be disclosed under the applicable laws or otherwise considered to be material.

In 2009, our corporate governance and nominating committee passed resolutions by unanimous written consent once.

Terms of Directors and Executive Officers

All directors hold office until their successors have been duly elected and qualified. Director nomination is subject to the approval of our corporate governance and nominating committee. Our shareholders may remove any director by ordinary resolution and may in like manner appoint another person in his stead. A valid ordinary

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resolution requires a majority of the votes cast at a shareholder meeting that is duly constituted and meets the quorum requirement. Officers are elected by and serve at the discretion of the board of directors.

D. Employees

We had 6,252, 6,387 and 7,353 employees as of December 31, 2007, 2008 and 2009, respectively. As of December 31, 2009, we had 471 employees in management and administration, 1,726 employees in research and development, 700 employees in operation and service, and 4,456 employees in sales and marketing. We also hire temporary employees and contractors from time to time. Our employees are not covered by any collective bargaining agreement. We consider our relations with our employees to be generally good. However, as our operations and employee base further expand, we cannot assure you that we will always be able to maintain good relations with all of our employees. See “Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — We may not be able to manage our expanding operations effectively.”

E. Share Ownership

The following table sets forth information with respect to the beneficial ownership of our shares as of December 31, 2009 by

- each of our current directors and executive officers; and
- each person known to us to own beneficially more than 5% of our shares.

See “— B. Compensation” for more details on options and restricted shares granted to our directors and executive officers.

Directors and Executive Officers:	Shares Beneficially Owned	
	Number ⁽¹⁾	% ⁽²⁾
Robin Yanhong Li ⁽³⁾	5,601,527	16.1%
Jennifer Li ⁽⁴⁾	*	*
William Chang ⁽⁵⁾	*	*
William Decker ⁽⁶⁾	*	*
James Ding ⁽⁷⁾	*	*

Nobuyuki Idei(8)		*	*
Greg Penner(9)	878,333	2.5%	
All Directors and Executive Officers as a Group(10)	6,503,163	18.7%	
Principal Shareholders:			
Handsome Reward Limited(11)	5,490,000	15.8%	
Marsico Capital Management, LLC(12)	2,435,495	7.0%	

* Less than 1% of our total outstanding shares.

- (1) The number of shares beneficially owned by each named director and executive officer includes the shares beneficially owned by such person, the shares underlying all options held by such person that have vested or will vest within 60 days after December 31, 2009, and restricted shares held by such person that will vest within 60 days after December 31, 2009. The options and restricted shares were granted under our 2000 option plan.
- (2) Percentage of beneficial ownership of each named director and executive officer is based on 34,753,292 ordinary shares (consisting of 26,298,960 Class A ordinary shares and 8,454,332 Class B ordinary shares) of our company outstanding as of December 31, 2009, the number of ordinary shares underlying options that have vested or will vest within 60 days after December 31, 2009, and the number of restricted shares that will vest within 60 days after December 31, 2009, each as held by such person as of that date.

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- (3) Includes (i) 37,665 Class A ordinary shares held by Mr. Li, (ii) 35,249 Class A Ordinary Shares in the form of ADSs held in the brokerage account of the administrator of our employee stock option program, (iii) 38,613 Class A ordinary shares issuable upon exercise of options held by Mr. Li, and (iv) 5,490,000 Class B ordinary shares held by Handsome Reward Limited, a company wholly owned and controlled by Mr. Li. Excludes 1,676,667 Class B ordinary shares held by Melissa Ma, Mr. Li's wife, of which Mr. Li disclaims beneficial ownership. The business address for Mr. Li is c/o Baidu, Inc., Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, PRC.
- (4) The business address for Ms. Li is c/o Baidu, Inc., Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, PRC.
- (5) The business address for Mr. Chang is c/o Baidu, Inc., Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, PRC.
- (6) The address of Mr. Decker is 24 Nordic Way, Saranac Lake, NY, 12983, USA.
- (7) The business address of Mr. Ding is 4/F, Zhongdian Information Tower No. 6 Zhongguancun South Street, Haidian District, Beijing 100086, PRC.
- (8) The business address of Mr. Idei's address is Tokyo Ginko Kyoukai Building 16F, 1-3-1, Marunouchi, Chiyoda-ku, Tokyo, 100-0005, Japan.
- (9) Includes (i) 27,683 Class A ordinary shares in the form of ADSs held by Mr. Penner, (ii) 650 restricted shares, (iii) 150,000 Class A ordinary shares in the form of ADSs held by Madrone Partners, LP, a fund for which Mr. Penner serves as a managing member of the sole manager; and (iv) 700,000 Class B ordinary shares held by Peninsula Capital Fund I, LLC. Mr. Penner is the sole manager of Peninsula Capital Fund I, LLC, and has sole voting and dispositive power over all the shares held by Peninsula Capital Fund I, LLC. Mr. Penner disclaims beneficial ownership of the shares held by Madrone Partners, LP and Peninsula Capital Fund I, LLC, except to the extent of his pecuniary interest therein. The business address for Mr. Penner is 3000 Sand Hill Road, Building 1, Suite 150, Menlo Park, California 94025, U.S.A.
- (10) Includes ordinary shares, ordinary shares issuable upon exercise of options and restricted shares, held by all of our directors and executive officers as a group.
- (11) Represents 5,490,000 Class B ordinary shares held by Handsome Reward Limited, a British Virgin Island company wholly owned and controlled by Mr. Robin Yanhong Li. The business address of Handsome Reward Limited is c/o Robin Yanhong Li, Baidu, Inc., Baidu Campus, No. 10 Shangdi 10th Street, Haidian District, Beijing 100085, PRC.
- (12) Represents 2,435,495 Class A ordinary shares in the form of ADSs held by Marsico Capital Management, LLC, as reported on Schedule 13G filed by Marsico Capital Management, LLC on February 10, 2010. The percentage of beneficial ownership was calculated based on the total number of our ordinary shares outstanding as of December 31, 2009. The address of Marsico Capital Management, LLC is 1200 17th Street, Suite 1600, Denver, Colorado 80202.

Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares are entitled to one vote per share, while holders of Class B ordinary shares are entitled to 10 votes per share. We issued Class A ordinary shares represented by our ADSs in our initial public offering in 2005. Holders of our Class B ordinary shares may choose to convert their Class B ordinary shares into the same number of Class A ordinary shares at any time. We are not aware of any arrangement that may, at a subsequent date, result in a change of control of our company. See "Item 3.D. Key Information — Risk Factors — Risks Related to Our ADSs — Our dual-class ordinary share structure with different voting rights could discourage others from pursuing any change of control transactions that holders of our Class A ordinary shares and ADSs may view as beneficial."

As of December 31, 2009, 34,753,292 of our ordinary shares were issued and outstanding. To our knowledge, approximately 79% of our total outstanding ordinary shares were held by five record shareholders in the United States, including approximately 76% held by The Bank of New York Mellon, the depository of our ADS program. The number of beneficial owners of our ADSs in the United States is likely to be much larger than the number of record holders of our ordinary shares in the United States.

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Item 7. Major Shareholders and Related Party Transactions

A. Major Shareholders

Please refer to "Item 6.E. Directors, Senior Management and Employees — Share Ownership."

B. Related Party Transactions

Contractual Arrangements with Baidu Netcom and Its Shareholders

PRC law currently limits foreign equity ownership of companies that provide Internet content and online advertising businesses. To comply with these foreign ownership restrictions, we operate our websites and provide online advertising services in China through a series of contractual arrangements with Baidu Netcom and its shareholders, Robin Yanhong Li and Eric Yong Xu. In March 2005, we restructured these contractual arrangements. The following is a summary of these contractual arrangements as currently in effect.

Exclusive Technology Consulting and Services Agreement. Pursuant to the exclusive technology consulting and services agreement between Baidu Online and Baidu Netcom, Baidu Online has the exclusive right to provide to Baidu Netcom technology consulting and services related to the maintenance of servers, software development and design of advertisements. Baidu Online also seconded employees to Baidu Netcom for whom Baidu Netcom bears the costs and expenses. Baidu Online owns the intellectual property rights related to the software developed by Baidu Online for Baidu Netcom. Baidu Netcom pays monthly service fees to Baidu Online based upon a pre-agreed formula, which takes into account the number of monthly page views and the basic fee for every one thousand page views of advertisements displayed on our websites. The basic fee for every one thousand page views is subject to periodic adjustment. The current rate of the basic fee is RMB1,293. The term of this agreement is ten years from the date thereof.

Business Cooperation Agreement. Pursuant to the business cooperation agreement between Baidu Netcom and Baidu Online, Baidu Netcom provides Internet information services, Internet advertising services and related services to Baidu Online to enable Baidu Online to provide P4P services on the websites owned and operated by Baidu Netcom, and Baidu Online provides search engine technology services to Baidu Netcom. Baidu Online agrees to pay a monthly fee of RMB10,000 to Baidu Netcom. The term of this agreement is ten years from the date thereof.

Operating Agreement. Pursuant to the operating agreement among Baidu Online, Baidu Netcom and the shareholders of Baidu Netcom, Baidu Online provides guidance and instructions on Baidu Netcom's daily operations and financial affairs. The shareholders of Baidu Netcom must designate the candidates recommended by Baidu Online as their representatives on Baidu Netcom's board of directors. Baidu Online has the right to appoint senior executives of Baidu Netcom. In addition, Baidu Online agrees to guarantee Baidu Netcom's performance under any agreements or arrangements relating to Baidu Netcom's business arrangements with any third party. Baidu Netcom, in return, agrees to pledge its accounts receivable and all of its assets to Baidu Online. Moreover, Baidu Netcom agrees that without the prior consent of Baidu Online, Baidu Netcom will not engage in any transactions that could materially affect the assets, liabilities, rights or operations of Baidu Netcom, including, without limitation, incurrence or assumption of any indebtedness, sale or purchase of any assets or rights, incurrence of any encumbrance on any of its assets or intellectual property rights in favor of a third party or transfer of any agreements relating to its business operation to any third party. The term of this agreement is ten years from the date thereof.

Software License Agreement. Under the software license agreement, Baidu Online granted Baidu Netcom a non-exclusive, non-assignable and non-transferable right to use "Baidu Chinese Search Engine" and "Baidu Internet P4P System" software. Baidu Netcom can only use the software on its designated operating systems to process its internal data. The annual license fee for each software is RMB5.0 million. When deciding the amount of the annual license fee, Baidu Online and Baidu Netcom considered several factors, including functionality and quality of the software, past and ongoing research and development costs incurred by Baidu Online in developing and upgrading the software, license fees of other portal search software applications, Baidu Online's enterprise search application license fees, and Baidu Netcom's financial resources and projected operating results. The initial term of the license agreement was five years from the date thereof and has been extended for another five years.

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Other License Agreements. Under these license agreements, Baidu Online granted Baidu Netcom the exclusive right to use the registered domain names and

trademarks owned by Baidu Online and the web layout owned by Baidu Online for the websites operated by Baidu Netcom. The annual license fee under each license agreement is RMB10,000, subject to certain adjustments. The initial term of each license agreement was five years from the date thereof and has been extended for another five years. The domain name license agreement was terminated upon the completion of the transfers of certain domain names primarily used in our business from our company or Baidu Online to Baidu Netcom in May 2008. After the transfers of certain trademarks (including pending trademark applications) from Baidu Online to Baidu Netcom are completed, the trademark license agreement will be amended or terminated. We do not expect the termination of these license agreements to have any material effect on our operations.

Proxy Agreement. Pursuant to the proxy agreement among Baidu Online, Baidu Netcom and the shareholders of Baidu Netcom, the shareholders of Baidu Netcom agree to entrust all the rights to exercise their voting power to the person(s) appointed by Baidu Online. The term of the proxy agreement is 10 years from the date thereof.

Equity Pledge Agreement. Under the equity pledge agreement between the shareholders of Baidu Netcom and Baidu Online, the shareholders of Baidu Netcom pledged all of their equity interests in Baidu Netcom to Baidu Online to guarantee their obligations under the loan agreement and Baidu Netcom's performance of its obligations under the exclusive technology consulting and service agreement. If Baidu Netcom or either of its shareholders breaches its respective contractual obligations, Baidu Online, as pledgee, will be entitled to certain rights, including the right to sell the pledged equity interests. The shareholders of Baidu Netcom agreed not to dispose of the pledged equity interests or take any actions that would prejudice Baidu Online's interest. The equity pledge agreement will expire two years after expiration of the term for fulfillment by Baidu Netcom and its shareholders of their respective obligations under the exclusive technology consulting and service agreement and the loan agreement.

Exclusive Equity Purchase Option Agreement. Under the exclusive equity purchase option agreement between the shareholders of Baidu Netcom and Baidu Online, the shareholders of Baidu Netcom irrevocably granted Baidu Online or its designated person an exclusive option to purchase, to the extent permitted under PRC law, all or part of the equity interests in Baidu Netcom for the cost of the initial contributions to the registered capital or the minimum amount of consideration permitted by applicable PRC law. Baidu Online or its designated person has sole discretion to decide when to exercise the option, whether in part or in full. The term of this agreement is ten years from the date thereof.

Loan Agreement. Under the loan agreement between the shareholders of Baidu Netcom and Baidu Online, the parties confirmed that Baidu Online had made an RMB2.0 million interest-free loan to the shareholders of Baidu Netcom solely for the latter to fund the capitalization of Baidu Netcom. The loan can be repaid only with the proceeds from sale of the shareholder's equity interest in Baidu Netcom to Baidu Online. The term of the agreement is ten years from the date thereof.

Irrevocable Power of Attorney. The shareholders of Baidu Netcom have each executed an irrevocable power of attorney to appoint Xuyang Ren as their attorney-in-fact to vote on their behalf on all Baidu Netcom matters requiring shareholder approval. The appointment of Xuyang Ren as attorney-in-fact will terminate if Xuyang Ren is no longer employed by Baidu Online. The term of the power of attorney is ten years from the date thereof.

In February 2006 and March 2008, we extended two additional interest-free loans of RMB8.0 million and RMB90.0 million, respectively, to Robin Yanhong Li for the sole purpose of increasing the registered capital of Baidu Netcom. In connection with each loan, we entered into the following agreements with Mr. Li

- a loan agreement;
- an equity pledge agreement between Robin Yanhong Li and Baidu Online; and
- an exclusive equity purchase option agreement among Robin Yanhong Li, Baidu Netcom and Baidu Online.

The terms of these agreements are similar to the terms of the original agreements between Baidu Online and the shareholders of Baidu Netcom entered into in March 2005. In addition, under the terms of the original proxy agreement entered into in March 2005, Mr. Li is required to entrust all the rights to exercise the additional voting

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power he acquired as a result of his additional investment in the registered capital of Baidu Netcom to the person(s) appointed by Baidu Online.

Contractual Arrangements with Beijing Perusal and Its Shareholders

In June 2006, we assisted in establishing Beijing Perusal, which is directly owned by two individuals designated by us. We extended an interest-free loan in an aggregate amount of RMB1.0 million to the shareholders of Beijing Perusal solely in connection with the initial capitalization of Beijing Perusal. We entered into a series of agreements with Beijing Perusal and its shareholders in order to be the primary beneficiary of, and substantially control, Beijing Perusal. Beijing Perusal became our consolidated affiliated entity as a result of these contractual arrangements. Beijing Perusal holds the necessary permits to conduct online advertising services in China.

Our agreements with Beijing Perusal and its shareholders include

- loan agreements for interest-free loans in an aggregate amount of RMB1.0 million to the shareholders of Beijing Perusal;
- equity pledge agreements between the shareholders of Beijing Perusal and Baidu Online;
- exclusive equity purchase option agreements among Beijing Perusal, Baidu Online and the shareholders of Beijing Perusal;
- a proxy agreement between the shareholders of Beijing Perusal and Baidu Online;
- an exclusive technology consulting and services agreement between Beijing Perusal and Baidu Online;
- an operating agreement among Beijing Perusal, Baidu Online, and the shareholders of Beijing Perusal; and
- various license agreements between Beijing Perusal and Baidu Online, including domain name license agreements, trademark license agreements and web page copyright license agreements. The domain name license agreement was terminated in May 2008 because Beijing Perusal already owns the domain names primarily used in its business. After the transfers of certain pending trademark applications from Baidu Online to Beijing Perusal are completed, the trademark license agreement will be terminated. We do not expect the termination of these license agreements to have any material effect on our operations.

The terms of these contractual arrangements are similar to the terms of our contractual arrangements with Baidu Netcom and its shareholders.

Contractual Arrangements with BaiduPay and Its Individual Shareholder

In February 2008, we assisted in establishing BaiduPay, which is directly owned by Baidu Netcom and an individual designated by our company. We extended an interest-free loan in an aggregate amount of RMB9.0 million to the individual shareholder solely in connection with the initial capitalization of BaiduPay. We entered into a series of agreements with BaiduPay and the individual shareholder in order to be the primary beneficiary of, and substantially control, BaiduPay. BaiduPay became our consolidated affiliated entity as a result of these contractual arrangements. BaiduPay operates an online payment platform.

Our agreements with BaiduPay and its individual shareholder include

- a loan agreement for interest-free loan in an aggregate amount of RMB9.0 million to the individual shareholder of BaiduPay;
- an equity pledge agreement between the individual shareholder of BaiduPay and Baidu Online;
- an exclusive equity purchase option agreement among BaiduPay, Baidu Online and the individual shareholder of BaiduPay;
- a proxy agreement between the individual shareholder of BaiduPay and Baidu Online;
- an exclusive technology consulting and services agreement between BaiduPay and Baidu Online;
- operating agreement among BaiduPay, Baidu Online and the shareholders of BaiduPay; and

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- a trademark license agreement and a web page copyright license agreement between BaiduPay and Baidu Online. After the transfer of a pending trademark application from Baidu Online to BaiduPay is completed, the trademark license agreement will be terminated. We do not expect the termination of this agreement to have any material effect on our operations.

The terms of these contractual arrangements are similar to the terms of our contractual arrangements with Baidu Netcom and its shareholders.

Share Options and Restricted Shares Grants

Please refer to "Item 6.B. Directors, Senior Management and Employees — Compensation."

Transaction with UiTV

In September 2008, we entered into agreements with UiTV, operator of an Internet television platform in China. Under these agreements, we would contribute assets related to the operation of Baidu Internet TV channel to UiTV in exchange for an 8.3% stake in UiTV and US\$15 million. James Ding, one of our independent directors, is the chairman of UiTV and owns approximately 17.6% of the equity interests in UiTV. The agreements with UiTV were terminated in December 2009.

C. Interests of Experts and Counsel

Not applicable.

Item 8 Financial Information

A. Consolidated Statements and Other Financial Information

We have appended consolidated financial statements filed as part of this annual report.

Legal Proceedings

From time to time, we have been involved in litigation or other disputes regarding, among other things, copyright and trademark infringement, defamation, unfair competition and labor disputes. Our search results provide links to materials, and our Baidu Post Bar, Baidu Knows, Baidu Space and other Baidu communities may contain materials, in which others may allege to own copyrights, trademarks or image rights or which others may claim to be defamatory or objectionable. We have received notice letters from third parties asserting copyright infringement, unfair competition, defamation, breach of contract and labor-related claims against us.

As of December 31, 2009, we were involved in 37 cases pending in various PRC courts, including the cases summarized below. The aggregate amount of compensation sought under these cases is approximately RMB77.2 million (US\$11.3 million).

In March 2008, we received complaints filed by three record companies against us, alleging, among other things, that we have aided illegal online copying of music by providing links to pirated music. In January 2010, the First Intermediate People's Court of Beijing, in separately issued rulings, dismissed the complaints filed by the three record companies. Applying the Protection of the Right of Communication through Information Network, which was promulgated by the State Council and became effective on July 1, 2006, the court held that the record companies' claims lacked factual and legal basis. The plaintiffs have filed appeals with the High People's Court of Beijing. In December 2009, the Haidian District People's Court in Beijing issued a ruling against us in a lawsuit filed by the Music Copyright Society of China. In the ruling, the court held that our display of certain song lyrics in response to users' search requests constituted infringement of the plaintiff's rights of communication through information network, and ordered us to pay for the plaintiff's damages and litigation related expenses totaling RMB60,000. We have appealed the court's ruling with the First Intermediate People's Court of Beijing. See "Item 3.D. Key Information — Risk Factors — Risks Related to Our Business — We may face intellectual

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property infringement claims and other related claims that could be time-consuming and costly to defend and may result in our inability to continue providing certain of our existing services."

In January 2009, we received a complaint filed by a medical company alleging that we had violated the new PRC Anti-Monopoly Law by abusing our dominant market position to screen out the website of the medical company. In December 2009, the First Intermediate People's Court of Beijing issued a ruling dismissing all the claims made by the plaintiff. In the ruling, the court held, among other things, that the plaintiff's allegation that we have abused dominant market position as defined in the Anti-Monopoly Law lacks factual and legal support. The plaintiff has filed an appeal with the High People's Court of Beijing. Because the Anti-Monopoly Law is still new, and there have been very few court rulings and no judicial or administrative interpretations on certain key concepts used in the law, there is no assurance that a court would reach the same conclusion in a similar case against us in the future. See "Item 3.D. Key Information — Risk Factors — Risks Related to Doing Business in China — Uncertainties with respect to the PRC legal system could adversely affect us."

In June 2009, a plaintiff filed a lawsuit against us in the U.S. District Court for the Southern District of New York, alleging that we had infringed its copyrights to certain music works. In December 2009, the court granted our motion to dismiss the complaint on the grounds of insufficient service of process and lack of personal jurisdiction. The plaintiff did not appeal the court's ruling.

Although we cannot predict with certainty the results of pending litigation and claims, we believe that the final outcome of pending litigation and claims will not have a material adverse effect on our business and results of operations. Regardless of the outcome, however, any litigation can result in substantial costs and diversion of management resources and attention.

Dividend Policy

We have never declared or paid any dividends, nor do we have any present plan to pay any cash dividends on our ordinary shares in the foreseeable future. We currently intend to retain most, if not all, of our available funds and any future earnings to operate and expand our business.

Our board of directors has complete discretion whether to distribute dividends. Even if our board of directors decides to pay dividends, the form, frequency and amount of our dividends will depend upon our future operations and earnings, capital requirements and surplus, financial condition, contractual restrictions and other factors that our board of directors may deem relevant. If we pay any dividends, we will pay our ADS holders to the same extent as holders of our ordinary shares, subject to the terms of the deposit agreement, including the fees and expenses payable thereunder. Cash dividends on our ordinary shares, if any, will be paid in U.S. dollars.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

Item 9. The Offer and Listing

A. Offering and Listing Details.

Our ADSs, each representing one Class A ordinary share, have been listed on The NASDAQ Global Market since August 5, 2005. Our ADSs currently trade on The NASDAQ Global Select Market under the symbol "BIDU."

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The following table provides the high and low trading prices for our ADSs on the NASDAQ for (1) the years 2005 (from August 5, 2005), 2006, 2007, 2008 and 2009, (2) each of the four quarters of 2008 and 2009 and (3) each of the past six months.

	Sales Price	
	High	Low
Annual High and Low		
2005 (from August 5, 2005)	153.98	60.00
2006	128.68	44.44
2007	429.19	92.80
2008	397.70	100.50
2009	443.25	105.00
Quarterly Highs and Lows		
First Quarter 2008	397.70	201.15
Second Quarter 2008	382.90	243.00
Third Quarter 2008	353.37	227.00
Fourth Quarter 2008	274.83	100.50
First Quarter 2009	197.69	105.00
Second Quarter 2009	310.25	171.02
Third Quarter 2009	408.00	268.03
Fourth Quarter 2009	443.25	353.03
Monthly Highs and Lows		
September 2009	408.00	316.49
October 2009	439.90	353.03
November 2009	443.25	369.12
December 2009	441.00	394.56
January 2010	470.25	384.66
February 2010	518.69	416.81
March 2010 (through March 25, 2010)	628.50	512.51

B. Plan of Distribution

Not applicable.

C. Markets

Our ADSs, each representing one Class A ordinary share, have been listed on the NASDAQ since August 5, 2005 under the symbol "BIDU."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

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Not applicable.

B. Memorandum and Articles of Association

The following are summaries of material provisions of our third amended and restated memorandum and articles of association, as well as the Companies Law (2009 Revision) insofar as they relate to the material terms of our ordinary shares.

Registered Office and Objects

The Registered Office of our company is at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place as our board of directors may from time to time decide. The objects for which our company is established are unrestricted and we have full power and authority to carry out any object not prohibited by the Companies Law (2009 Revision), as amended from time to time, or any other law of the Cayman Islands.

Board of Directors

See "Item 6.C. Board Practices — Board of Directors."

Ordinary Shares

General. Our ordinary shares are divided into Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. All of our outstanding ordinary shares are fully paid and non-assessable. Certificates representing the ordinary shares are issued in registered form. Our shareholders who are nonresidents of the Cayman Islands may freely hold and vote their shares.

Dividends. The holders of our ordinary shares are entitled to such dividends as may be declared by our board of directors subject to the Companies Law.

Conversion. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances. Upon any transfer of Class B ordinary shares by a holder thereof to any person or entity which is not an affiliate of such holder (as defined in our articles of incorporation), such Class B ordinary shares shall be automatically and immediately converted into the equal number of Class A ordinary shares. In addition, if at any time our chairman and chief executive officer, Robin Yanhong Li, and his affiliates collectively own less than 5% of the total number of the issued and outstanding Class B ordinary shares, each issued and outstanding Class B ordinary share shall be automatically and immediately converted into one share of Class A ordinary share, and we shall not issue any Class B ordinary shares thereafter.

Voting Rights. All of our shareholders have the right to receive notice of shareholders' meetings and to attend, speak and vote at such meetings. In respect of matters requiring shareholders' vote, each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to 10 votes. A shareholder may participate at a shareholders' meeting in person, by proxy or by telephone conference or other communications equipment by means of which all the shareholders participating in the meeting can communicate with each other. At any shareholders' meeting, a resolution put to the vote of the meeting shall be decided on a poll conducted by the chairman of the meeting.

A quorum for a shareholders' meeting consists of one or more shareholders holding at least one third of the paid up voting share capital present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative. We shall, if required by the Companies Law, hold a general meeting of shareholders as our annual general meeting and shall specify the meeting as such in the notices calling it. Our board of directors may call extraordinary general meetings, and they must on shareholders' requisition convene an extraordinary general

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meeting. A shareholder requisition is a requisition of shareholders holding at the date of deposit of the requisition not less than a majority of the voting power represented by the issued shares of our company as at that date carries the right of voting at general meetings of our company. Advance notice of at least five days is required for the convening of our annual general meeting and other shareholders' meetings.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes attaching to the ordinary shares cast in a general meeting, while a special resolution requires the affirmative vote of no less than two-thirds of the votes cast attaching to the ordinary shares cast in a general meeting. A special resolution is required for matters such as a change of name. Holders of the ordinary shares may effect certain changes by ordinary resolution, including consolidating and dividing all or any of our share capital into shares of larger amount than our existing share capital and canceling any shares.

Transfer of Shares. Subject to the restrictions of our memorandum and articles of association, as applicable, any of our shareholders may transfer any or all of his or her ordinary shares by an instrument of transfer in the usual or common form or any other form approved by our board of directors.

Our board of directors may, in their absolute discretion (except with respect to a transfer from a shareholder to its affiliate(s)), decline to register any transfer of shares without assigning any reason therefor. If our board of directors refuses to register a transfer they shall notify the transferee within two months of such refusal. Notwithstanding the foregoing, if a transfer complies with the holder's transfer obligations and restrictions set forth under applicable law (including but not limited to U.S. securities law provisions related to insider trading) and our articles of association, our board of directors shall promptly register such transfer. Further, any director is authorized to confirm in writing addressed to the registered office to authorize a share transfer and to instruct that the register of members be updated accordingly, provided that the transfer complies with the holder's transfer obligations and restrictions set forth under applicable law and our articles of association and such holder is not the director who authorizes the transfer or an entity affiliated with such director. Any director is authorized to execute a share certificate in respect of such shares for and on behalf of our company.

The registration of transfers may be suspended at such time and for such periods as our board of directors may from time to time determine, provided, however, that the registration of transfers shall not be suspended for more than 45 days in any year.

Liquidation. On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of shares), assets available for distribution among the holders of ordinary shares may be distributed among the holders of the ordinary shares as determined by the liquidator, subject to sanction of a special resolution of our company. If our assets available for distribution are insufficient to repay all of the paid-up capital, the assets will be distributed so that the losses are borne by our shareholders proportionately to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by such shareholders respectively.

Calls on Shares and Forfeiture of Shares. Our board of directors may from time to time make calls upon shareholders for any amounts unpaid on their shares in a notice served to such shareholders at least 14 days prior to the specified time and place of payment. The shares that have been called upon and remain unpaid on the specified time are subject to forfeiture.

Redemption of Shares. Subject to the provisions of the Companies Law and our articles of association, we may issue shares on terms that are subject to redemption, at our option or at the option of the holders, on such terms and in such manner as our board of directors may determine.

Repurchase of Shares. Subject to the provisions of the Companies Law and our articles of association, our board of directors may authorize repurchase of our shares in accordance with the manner of purchase specified in our articles of association without seeking shareholder approval.

Variations of Rights of Shares. All or any of the special rights attached to any class of shares may, subject to the provisions of the Companies Law, be varied either with the written consent of the holders of a majority of the issued shares of that class or with the sanction of a special resolution passed at a general meeting of the holders of the shares of that class.

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Inspection of Books and Records. No holders of our ordinary shares who is not a director shall have any right of inspecting any of our accounts, books or documents except as conferred by the Companies Law or authorized by the directors or by us in general meeting. However, we will make this annual report, which contains our audited financial statements, available to shareholders and ADS holders. See "Item 10.H. Additional Information — Documents on Display."

Preferred Shares

Our board of directors have the authority, without shareholder approval, to issue up to a total of 10,000,000 shares of preferred shares in one or more series. Our board of directors may establish the number of shares to be included in each such series and may set the designations, preferences, powers and other rights of the shares of a series of preferred shares. While the issuance of preferred shares provides us with flexibility in connection with possible acquisitions or other corporate purposes, it could, among other things, have the effect of delaying, deferring or preventing a change of control transaction and could adversely affect the market price of our ADSs. We have no current plan to issue any preferred shares.

C. Material Contracts

We have not entered into any material contracts other than in the ordinary course of business and other than those described in "Item 4. Information on the Company" or elsewhere in this annual report on Form 20-F.

D. Exchange Controls

See "Item 4.B. Information on the Company — Business Overview — Regulation — Regulations on Foreign Exchange."

E. Taxation

The following summary of the material Cayman Islands, People's Republic of China and United States federal income tax consequences of an investment in our ADSs or ordinary shares is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change. This summary does not deal with all possible tax consequences relating to an investment in our ADSs or ordinary shares, such as the tax consequences under state, local and other tax laws.

Cayman Islands Taxation

According to Maples and Calder, our Cayman Islands counsel, the Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or brought within, the jurisdiction of the Cayman Islands. The Cayman Islands is not party to any double tax treaties. There are no exchange control regulations or currency restrictions in the Cayman Islands.

People's Republic of China Taxation

If we were considered a PRC resident enterprise under the EIT Law, our shareholders and ADS holders who are deemed non-resident enterprises may be subject to the EIT at the rate of 10% upon the dividends payable by us or upon any gains realized from the transfer of our shares or ADSs, if such income is deemed derived from China, provided that (i) such foreign enterprise investor has no establishment or premises in China, or (ii) it has establishment or premises in China but its income derived from China has no real connection with such establishment or premises. If we were required under the EIT Law to withhold PRC income tax on our dividends payable to our non-PRC enterprise shareholders and ADS holders, or if any gains realized from the transfer of our shares or ADSs by our non-PRC enterprise shareholders and ADS holders were subject to the EIT, your investment in our shares or ADSs could be materially and adversely affected.

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United States Federal Income Taxation

The following discussion describes certain material United States federal income tax considerations under present law of the purchase, ownership and disposition of the ADSs or ordinary shares. This summary applies only to investors that hold the ADSs or ordinary shares as capital assets and that have the U.S. dollar as their functional currency. This discussion is based on the tax laws of the United States as in effect on the date of this Form 20-F and on United States Treasury regulations in effect or, in some cases, proposed, as of the date of this Form 20-F, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, which change could apply retroactively and could affect the tax considerations described below.

The following discussion does not deal with the tax consequences to any particular investor or to persons in special tax situations such as

- banks;
- financial institutions;
- insurance companies;
- broker dealers;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax;
- regulated investment companies;
- certain expatriates or former long-term residents of the United States;
- governments or agencies or instrumentalities thereof;
- persons holding an ADS or ordinary share as part of a straddle, hedging, conversion or integrated transaction;
- persons that actually or constructively own 10% or more of our voting shares;
- persons holding ADSs or ordinary shares through partnerships or other pass-through entities; or
- persons who acquired ADSs or ordinary shares pursuant to the exercise of any employee share option or otherwise as consideration.

U.S. Holders are urged to consult their tax advisors about the application of the United States federal tax rules to their particular circumstances as well as the state and local and foreign tax consequences to them of the purchase, ownership and disposition of ADSs or ordinary shares.

The discussion below of the United States federal income tax consequences to "U.S. Holders" will apply if you are the beneficial owner of ADSs or ordinary shares and you are, for United States federal income tax purposes,

- a citizen or individual resident of the United States;
- a corporation (or other entity subject to tax as a corporation for United States federal income tax purposes) that is created or organized in or under the laws of the United States, any State or the District of Columbia;
- an estate whose income is subject to United States federal income taxation regardless of its source; or
- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more United States persons or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This discussion does not consider the tax treatment of partnerships or other pass-through entities that hold the ADSs or ordinary shares, or of persons who hold the ADSs or ordinary shares through such entities. If a partnership

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(or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of the ADSs or ordinary shares, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership.

The discussion below assumes that the representations contained in the deposit agreement are true and that the obligations in the deposit agreement and any related agreement will be complied with in accordance with their terms. If you hold ADSs, you will be treated as the holder of the underlying ordinary shares represented by those ADSs for United States federal income tax purposes.

This discussion does not address any aspect of U.S. federal non-income tax laws, such as gift or estate tax laws, or state, local or non-U.S. tax laws. We have not sought, and will not seek, a ruling from the Internal Revenue Service, or the IRS, or an opinion as to any U.S. federal income tax consequence described herein. The IRS may disagree with the discussion herein, and its determination may be upheld by a court.

Taxation of Dividends and Other Distributions on the ADSs or Ordinary Shares

Subject to the passive foreign investment company rules discussed below, the gross amount of all our distributions to you with respect to the ADSs or ordinary shares will be included in your gross income as dividend income on the date of receipt by the depository, in the case of ADSs, or by you, in the case of ordinary shares, but only to the extent that the distribution is paid out of our current or accumulated earnings and profits (computed under United States federal income tax principles). The dividends will not be eligible for the dividends-received deduction allowed to corporations in respect of dividends received from U.S. corporations.

With respect to non-corporate U.S. Holders (including individual U.S. Holders) for taxable years beginning before January 1, 2011, dividends may be taxed at the lower applicable capital gains rate ("qualified dividend income") provided that (1) the ADSs or ordinary shares are readily tradable on an established securities market in the United States or we are eligible for the benefit of the income tax treaty between the United States and the PRC, (2) we are not a passive foreign investment company (as discussed below) for either our taxable year in which the dividend was paid or the preceding taxable year, (3) certain holding period requirements are met, and (4) such non-corporate U.S. Holders are not under an obligation to make related payments with respect to positions in substantially similar or related property. For this purpose, ADSs listed on the Nasdaq Global Market will generally be considered to be readily tradable on an established securities market in the United States. You should consult your tax advisor regarding the availability of the lower rate for dividends paid with respect to our ADSs or ordinary shares.

Dividends will constitute foreign source income for foreign tax credit limitation purposes. If PRC withholding taxes apply to dividends paid to you with respect to the ADSs or ordinary shares, you may be able to obtain a reduced rate of PRC withholding taxes under the income tax treaty between the United States and the PRC if certain requirements are met. In addition, subject to certain conditions and limitations, PRC withholding taxes on dividends may be treated as foreign taxes eligible for credit against your U.S. federal income tax liability. U.S. Holders should consult their own tax advisors regarding the creditability of any PRC tax. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by us with respect to ADSs or ordinary shares will generally constitute "passive category income" but could, in the case of certain U.S. Holders, constitute "general category income."

To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits, it will be treated first as a tax-free return of your tax basis in your ADSs or ordinary shares, and to the extent the amount of the distribution exceeds your tax basis, the excess will be taxed as capital gain. We do not intend to calculate our earnings and profits for United States federal income tax purposes. Therefore, a U.S. Holder should expect that a distribution will be reported as a dividend.

Taxation of Disposition of Shares

Subject to the passive foreign investment company rules discussed below, you will recognize taxable gain or loss on any sale, exchange or other taxable disposition

of an ADS or ordinary share equal to the difference between the amount realized (in U.S. dollars) for the ADS or ordinary share and your tax basis (in U.S. dollars) in the ADS or

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ordinary share. The gain or loss will generally be capital gain or loss. If you are a non-corporate U.S. Holder, including an individual U.S. Holder, who has held the ADS or ordinary share for more than one year, you will generally be eligible for reduced tax rates. The deductibility of capital losses is subject to limitations. Any such gain or loss that you recognize will generally be treated as United States source income or loss (in the case of losses, subject to certain limitations). However, in the event we are deemed to be a Chinese "resident enterprise" under PRC tax law, we may be eligible for the benefits of the income tax treaty between the United States and the PRC. In such event, if PRC tax were to be imposed on any gain from the disposition of the ADSs or ordinary shares, a U.S. Holder that is eligible for the benefits of the income tax treaty between the United States and the PRC may elect to treat such gain as PRC source income. U.S. Holders should consult their own tax advisors regarding the creditability of any PRC tax.

Passive Foreign Investment Company

Based on the market value of our ADSs and ordinary shares, the composition of our assets and income and our operations, we believe that for our taxable year ended December 31, 2009, we were not a passive foreign investment company ("PFIC") for United States federal income tax purposes. However, our PFIC status for the current taxable year ending December 31, 2010 will not be determinable until its close, and, accordingly, there is no guarantee that we will not be a PFIC for the current taxable year (or any future taxable year). A non-U.S. corporation is considered a PFIC for any taxable year if either

- at least 75% of its gross income is passive income (the "income test"), or
- at least 50% of the value of its assets (based on an average of the quarterly values of the assets during a taxable year) is attributable to assets that produce or are held for the production of passive income (the "asset test").

We will be treated as owning our proportionate share of the assets and earning our proportionate share of the income of any other corporation in which we own, directly or indirectly, more than 25% (by value) of the shares.

We must make a separate determination each year as to whether we are a PFIC. As a result, our PFIC status may change. In particular, because the total value of our assets for purposes of the asset test will generally be calculated using the market price of our ADSs and ordinary shares, our PFIC status will depend in large part on the market price of our ADSs and ordinary shares which may fluctuate considerably. Accordingly, fluctuations in the market price of the ADSs and ordinary shares may result in our being a PFIC for any year. If we are a PFIC for any year during which you hold ADS or ordinary shares, we will generally continue to be treated as a PFIC for all succeeding years during which you hold ADS or ordinary shares. However, if we cease to be a PFIC, provided that you have not made a mark-to-market election, as described below, you may avoid some of the adverse effects of the PFIC regime by making a deemed sale election with respect to the ADSs or ordinary shares, as applicable.

If we are a PFIC for any taxable year during which you hold ADSs or ordinary shares, you will be subject to special tax rules with respect to any "excess distribution" that you receive and any gain you realize from a sale or other disposition (including a pledge) of the ADSs or ordinary shares, unless you make a "mark-to-market" election as discussed below. Distributions you receive in a taxable year that are greater than 125% of the average annual distributions you received during the shorter of the three preceding taxable years or your holding period for the ADSs or ordinary shares will be treated as an excess distribution. Under these special tax rules

- the excess distribution or gain will be allocated ratably over your holding period for the ADSs or ordinary shares,
- the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which we became a PFIC, will be treated as ordinary income, and
- the amount allocated to each other taxable year will be subject to the highest tax rate in effect for that taxable year and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such taxable year.

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The tax liability for amounts allocated to years prior to the year of disposition or "excess distribution" cannot be offset by any net operating losses for such years, and gains (but not losses) realized on the sale of the ADSs or ordinary shares cannot be treated as capital, even if you hold the ADSs or ordinary shares as capital assets.

Alternatively, a U.S. Holder of "marketable stock" (as defined below) in a PFIC may make a mark-to-market election for such stock of a PFIC to elect out of the tax treatment discussed in the two preceding paragraphs. If you make a valid mark-to-market election for the ADSs or ordinary shares, you will include in income each year an amount equal to the excess, if any, of the fair market value of the ADSs or ordinary shares as of the close of your taxable year over your adjusted basis in such ADSs or ordinary shares. You are allowed a deduction for the excess, if any, of the adjusted basis of the ADSs or ordinary shares over their fair market value as of the close of the taxable year. Such deductions, however, are allowable only to the extent of any net mark-to-market gains on the ADSs or ordinary shares included in your income for prior taxable years. Amounts included in your income under a mark-to-market election, as well as gain on the actual sale or other disposition of the ADSs or ordinary shares, are treated as ordinary income. Ordinary loss treatment also applies to the deductible portion of any mark-to-market loss on the ADSs or ordinary shares, as well as to any loss realized on the actual sale or disposition of the ADSs or ordinary shares, to the extent that the amount of such loss does not exceed the net mark-to-market gains previously included for such ADSs or ordinary shares. Your basis in the ADSs or ordinary shares will be adjusted to reflect any such income or loss amounts. If you make such a mark-to-market election, tax rules that apply to distributions by corporations which are not PFICs would apply to distributions by us (except that the lower applicable capital gains rate would not apply).

The mark-to-market election is available only for "marketable stock" which is stock that is traded in other than *de minimis* quantities on at least 15 days during each calendar quarter ("regularly traded") on a qualified exchange or other market, as defined in applicable Treasury regulations. We expect that the ADSs will continue to be listed on the Nasdaq National Market, which is a qualified exchange for these purposes, and, consequently, assuming that the ADSs are regularly traded, if you are a holder of ADSs, it is expected that the mark-to-market election would be available to you were we to become a PFIC.

Alternatively, a U.S. Holder may avoid the PFIC tax consequences described above in respect to its ADSs and ordinary shares by making a timely "qualified electing fund," or QEF, election. In order to comply with the requirements of a QEF election, a U.S. Holder must receive certain information from us. We, however, do not intend to provide such information.

If you hold ADSs or ordinary shares in any year in which we are a PFIC, you will be required to file Internal Revenue Service Form 8621 regarding distributions received on the ADSs or ordinary shares and any gain realized on the disposition of the ADSs or ordinary shares.

You are urged to consult your tax advisor regarding the application of the PFIC rules to your investment in ADSs or ordinary shares.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We previously filed with the SEC our registration statement on Form F-1, as amended and prospectus under the Securities Act of 1933, with respect to our ordinary shares.

We are subject to the periodic reporting and other informational requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file annually a Form 20-F (1) within six months after the end of each fiscal year, which is December 31, for fiscal years ending before December 15, 2011; and (2) within four

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months after the end of each fiscal year for fiscal years ending on or after December 15, 2011. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the Commission at 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

We will furnish The Bank of New York Mellon, the depository of our ADSs, with our annual reports, which will include a review of operations and annual audited consolidated financial statements prepared in conformity with U.S. GAAP, and all notices of shareholders' meetings and other reports and communications that are made generally available to our shareholders. The depository will make such notices, reports and communications available to holders of ADSs and, upon our request, will mail to all record holders of ADSs the information contained in any notice of a shareholders' meeting received by the depository from us.

In accordance with NASDAQ Stock Market Rule 5250(d), we will post this annual report on Form 20-F on our website at <http://ir.baidu.com>. In addition, we will provide hardcopies of our annual report free of charge to shareholders and ADS holders upon request.

I. Subsidiary Information

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our exposure to interest rate risk primarily relates to excess cash invested in short-term fixed income instruments with original maturities of less than a year. Investments in both fixed rate and floating rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates, or we may suffer losses in principal if we have to sell securities which have declined in market value due to changes in interest rates. We have not been, and do not expect to be, exposed to material interest rate risks, and therefore have not used any derivative financial instruments to manage our interest risk exposure.

We had RMB381.1 million (US\$55.8 million) short-term investments as of December 31, 2009, with a weighted average duration of approximately 0.27 year. A hypothetical one percentage point (100 basis-point) increase in interest rates would have resulted in a decrease of approximately RMB1.0 million (US\$0.1 million) in the fair value of our fixed-income investments at December 31, 2009.

Foreign Exchange Risk

Most of our revenues and costs are denominated in RMB, while a significant portion of our cash and cash equivalents and short-term financial assets are denominated in U.S. dollars and held by the Cayman holding company. Our exposure to foreign exchange risk primarily relates to those financial assets denominated in U.S. dollars. Any significant revaluation of RMB against the U.S. dollar may materially affect our revenues, earnings and financial position, and the value of, and any dividends payable on, our ADS in U.S. dollars. See "Item 3D. Key Information — Risk Factors — Risks Related to Doing Business in China — Fluctuation in the value of the RMB may have a material adverse effect on your investment." In addition, we commenced operation in Japan in late 2007. To the extent we need to make capital injections into our Japan operation by converting U.S. dollars into Japanese Yen, we will be exposed to the fluctuations in the exchange rate between the U.S. dollar

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and the Japanese Yen. We have not hedged exposures denominated in foreign currencies using any derivative financial instruments.

The exchange rate between the RMB and the U.S. dollar was relatively stable in 2009. A hypothetical 10% decrease in the exchange rate of the U.S. dollar against the RMB would have resulted in a decrease of RMB42.9 million (US\$6.3 million) in the value of our U.S. dollar-denominated financial assets at December 31, 2009.

Item 12. Description of Securities Other than Equity Securities

A. Debt Securities

Not applicable.

B. Warrants and Rights

Not applicable.

C. Other Securities

Not applicable.

D. American Depositary Shares

Fees and Charges Our ADS holders May Have to Pay

The Bank of New York Mellon, the depository of our ADS program, collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depository may collect its annual fee for depository services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depository may generally refuse to provide fee-attracting services until its fees for those services are paid.

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Persons depositing or

withdrawing shares must pay:

US\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

US\$0.02 (or less) per ADS

A fee equivalent to the fee that would be payable if securities distributed had been shares and the shares had been deposited for issuance of ADSs

US\$0.02 (or less) per ADS per calendar year (if the depository has not collected any cash distribution fee during that year)

Expenses of the depository

Registration or transfer fees

Taxes and other governmental charges the depository or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

Any charges incurred by the depository or its agents for servicing the deposited securities

For:

- Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property

- Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates

- Any cash distribution to registered ADS holders

- Distribution of securities distributed to holders of deposited securities which are distributed by the depository to registered ADS holders

- Depository services

- Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)

- Converting foreign currency to U.S. dollars

- Transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares

- As necessary

- As necessary

Fees and Other Payments Made by the Depository to Us

The depository has agreed to reimburse us annually for our expenses incurred in connection with investor relationship programs and any other program related to our ADS facility and the travel expense of our key personnel in connection with such programs. The depository has also agreed to provide additional payments to us based on the applicable performance indicators relating to our ADS facility. There are limits on the amount of expenses for which the depository will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depository collects from investors. For the year ended December 31, 2009, we were entitled to receive US\$500,000 (subject to applicable withholding tax) from the depository as reimbursement for our expenses incurred in connection with investor relationship programs related to the ADS facility and the travel expense of our key personnel in connection with such programs. This amount has not been paid as of the date of this annual report.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

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Item 15. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, has performed an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report, as required by Rule 13a-15(b) under the Exchange Act.

Based upon that evaluation, our management has concluded that, as of December 31, 2009, our disclosure controls and procedures were effective in ensuring that the information required to be disclosed by us in the reports that we file and furnish under the Exchange Act was recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our chief executive officer and chief financial officer, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our management evaluated the effectiveness of our internal control over financial reporting, as required by Rule 13a-15(c) of the Exchange Act, based on criteria established in the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management has concluded that our internal control over financial reporting was effective as of December 31, 2009.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness of our internal control over financial reporting to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Our independent registered public accounting firm, Ernst & Young Hua Ming, has audited the effectiveness of our internal control over financial reporting as of December 31, 2009, as stated in its report, which appears on page F-2 of this annual report on Form 20-F.

Changes in Internal Control over Financial Reporting

There were no changes in our internal controls over financial reporting that occurred during the period covered by this annual report on Form 20-F that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that Mr. William Decker, an independent director (under the standards set forth in NASDAQ Stock Market Rule 5605(a)(2) and Rule 10A-3 under the Exchange Act) and member of our audit committee, is an audit committee financial expert.

Item 16B. Code of Ethics

Our board of directors adopted a code of business conduct and ethics that applies to our directors, officers, employees and advisors in July 2005. We have posted a copy of our code of business conduct and ethics on our website at <http://ir.baidu.com>.

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[Table of Contents](#)**Item 16C. Principal Accountant Fees and Services**

The following table sets forth the aggregate fees by categories specified below in connection with certain professional services rendered by Ernst & Young Hua Ming, our principal external auditors, for the periods indicated.

	2008		2009	
Audit fees ⁽¹⁾	US\$	870,000	US\$	917,066
Audit-related fees		—		—
Tax fees ⁽²⁾	US\$	21,866	US\$	9,523
All other fees		—		—

(1) "Audit fees" means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for the audit of our annual financial statements. In 2008 and 2009, the audit refers to integrated audit, including financial audit and audit pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

(2) "Tax fees" means the aggregate fees billed in each of the fiscal years listed for professional services rendered by our principal auditors for tax compliance, tax advice, and tax planning. In 2008 and 2009, the tax fees refer to fees paid to our principal auditors to review the compliance of our tax documentation.

All audit and non-audit services provided by our independent auditors must be pre-approved by our audit committee. Our audit committee has adopted a combination of two approaches in pre-approving proposed services: general pre-approval and specific pre-approval. With general approval, proposed services are pre-approved without consideration of specific case-by-case services; with specific approval, proposed services require the specific pre-approval of the audit committee. Unless a type of service has received general pre-approval, it will require specific pre-approval by our audit committee. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by our audit committee.

All requests or applications for services to be provided by our independent auditors that do not require specific approval by our audit committee will be submitted to our chief financial officer and must include a detailed description of the services to be rendered. The chief financial officer will determine whether such services are included within the list of services that have received the general pre-approval of the audit committee. The audit committee will be informed on a timely basis of any such services. Requests or applications to provide services that require specific approval by our audit committee will be submitted to the audit committee by both our independent auditors and our chief financial officer and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Not applicable.

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[Table of Contents](#)**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

In 2008, we received authorizations and approvals from our board of directors and shareholders to repurchase up to US\$200 million of our ordinary shares represented by ADSs by the end of 2009. This share repurchase plan expired on December 31, 2009. The following tables set forth some additional information about our repurchases made in the year ended December 31, 2009.

Period	(a) Total Number of ADSs Purchased	Average Price Paid per ADS	Total Number of ADSs Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of ADSs that May Yet be Purchased Under the Plans or Programs
Month #1 (January 2009)	32,740	\$ 109.04	32,740	\$ 196,430,030
Month #2 (February 2009)	0	N/A	0	\$ 196,430,030
Month #3 (March 2009)	0	N/A	0	\$ 196,430,030
Month #4 (April 2009)	0	N/A	0	\$ 196,430,030
Month #5 (May 2009)	0	N/A	0	\$ 196,430,030
Month #6 (June 2009)	0	N/A	0	\$ 196,430,030
Month #7 (July 2009)	0	N/A	0	\$ 196,430,030
Month #8 (August 2009)	0	N/A	0	\$ 196,430,030
Month #9 (September 2009)	0	N/A	0	\$ 196,430,030
Month #10 (October 2009)	0	N/A	0	\$ 196,430,030
Month #11 (November 2009)	0	N/A	0	\$ 196,430,030
Month #12 (December 2009)	0	N/A	0	0
Total	32,740	\$ 109.04	32,740	0

As part of our share repurchase plan, in late December 2008, we entered into a structured share repurchase transaction with a major financial institution. Under this transaction, we made an upfront cash payment of US\$10 million in exchange for the right to receive either a number of our ADSs or a cash settlement amount (which is equal to our upfront cash payment plus a pre-determined premium) upon the expiration of the three-month term of the transaction, depending on the volume weighted average price (VWAP) of our ADSs at such expiration date. On the settlement date for this transaction in March 2009, we received US\$10.84 million in cash, including a pre-determined premium of US\$0.84 million. In March 2009, we entered into a similar transaction with the same financial institution with an upfront payment of US\$20 million. On the settlement date for this transaction in June 2009, we received US\$20.73 million in cash, including a pre-determined premium of US\$0.73 million.

Item 16F. Change in Registrant's Certifying Accountant

Not applicable.

Item 16G. Corporate Governance

NASDAQ Stock Market Rule 5620 requires each issuer to hold an annual meeting of shareholders no later than one year after the end of the issuer's fiscal year-end. However, NASDAQ Stock Market Rule 5615(a)(3) permits foreign private issuers like us to follow "home country practice" in certain corporate governance matters. Maples and Calder, our Cayman Islands counsel, has provided a letter to the NASDAQ Stock Market certifying that under Cayman Islands law, we are not required to hold annual shareholder meetings every year. We follow home country practice with respect to annual meetings and did not hold an annual meeting of shareholders in 2009. We may, however, hold annual shareholder meetings in the future if there are significant issues that require shareholders' approvals.

Other than the annual meeting practice described above, there are no significant differences between our corporate governance practices and those followed by U.S. domestic companies under NASDAQ Stock Market Rules.

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PART III

Item 17. Financial Statements

We have elected to provide financial statements pursuant to Item 18.

Item 18. Financial Statements

The consolidated financial statements of Baidu, Inc. and its subsidiaries are included at the end of this annual report.

Item 19. Exhibits

Exhibit Number	Description of Document
1.1	Third Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 99.2 of Form 6-K furnished with the Securities and Exchange Commission on December 17, 2008)
2.1	Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit 1 of the prospectus filed with the Securities and Exchange Commission on January 5, 2009 pursuant to Rule 424(b)(3) under the Securities Act)
2.2	Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated by reference to Exhibit 4.2 of Amendment No. 5 to our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on August 2, 2005)
2.3	Form of Deposit Agreement among the Registrant, the depositary and holder of the American Depositary Receipts (incorporated by reference to Exhibit 4.3 to our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.1	Second Amended and Restated Shareholders Agreement, dated as of June 9, 2004, among the Registrant and other parties therein (incorporated by reference to Exhibit 4.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.2	2000 Option Plan (amended and restated effective December 16, 2008) (incorporated by reference to Exhibit 99.3 of Form 6-K furnished with the Securities and Exchange Commission on December 17, 2008)
4.3	2008 Share Incentive Plan (incorporated by reference to Exhibit 99.4 of Form 6-K furnished with the Securities and Exchange Commission on December 17, 2008)
4.4	Form of Indemnification Agreement with the Registrant's directors (incorporated by reference to Exhibit 10.3 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.5	Form of Employment Agreement between the Registrant and an Executive Officer of the Registrant (incorporated by reference to Exhibit 10.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.6	Translation of Technology Consulting and Services Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.2 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.7	Translation of Business Cooperation Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.3 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.8	Translation of Operating Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.4 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)

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Exhibit Number	Description of Document
4.9	Translation of Software License Agreement dated as of March 22, 2005 between Baidu Online and Baidu Netcom (incorporated by reference to Exhibit 99.5 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.10	Translation of Trademark License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated as of January 18, 2005 (incorporated by reference to Exhibit 99.6 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.11	Translation of Domain Name License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated August 9, 2004 (incorporated by reference to Exhibit 99.7 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.12	Translation of Web Layout Copyright License Agreement dated as of March 1, 2004 between Baidu Online and Baidu Netcom and the supplementary agreement dated as of August 9, 2004 (incorporated by reference to Exhibit 99.8 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.13	Translation of Proxy Agreement dated as of August 9, 2004 among Baidu Online, Baidu Netcom, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.9 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.14	Translation of Equity Pledge Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.10 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.15	Translation of Exclusive Equity Purchase Option Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.11 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.16	Translation of Loan Agreement dated as of March 22, 2005 among Baidu Online, Robin Yanhong Li and Eric Yong Xu (incorporated by reference to Exhibit 99.12 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.17	Translation of Form of Irrevocable Powers of Attorney issued by the shareholders of Baidu Netcom (incorporated by reference to Exhibit 99.13 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
4.18	Translation of the form of Technology Consulting and Services Agreement between Baidu Online and a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.19 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
4.19	Translation of the form of Operating Agreement between Baidu Online and a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.20 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
4.20	Translation of the form of Web Layout Copyright License Agreement between Baidu Online and a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.21 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
4.21	Translation of the form of Proxy Agreement among Baidu Online, a consolidated affiliated PRC entity and the shareholders of the consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.22 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
4.22	Translation of the form of Equity Pledge Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.23 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)

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Exhibit Number	Description of Document
4.23	Translation of the form of Exclusive Equity Purchase Option Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.24 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
4.24	Translation of the form of Loan Agreement between Baidu Online and the shareholder of a consolidated affiliated PRC entity (incorporated by reference to Exhibit 4.25 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on June 5, 2008)
8.1*	List of Subsidiaries and Consolidated Affiliated Entities

11.1	Code of Business Conduct and Ethics (incorporated by reference to Exhibit 99.14 of our Registration Statement on Form F-1 (file no. 333-126534) filed with the Securities and Exchange Commission on July 12, 2005)
12.1*	Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1**	Certification by Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2**	Certification by Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of Maples and Calder
15.2*	Consent of Haiwen & Partners
15.3*	Consent of Ernst & Young Hua Ming
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith

** Furnished herewith

*** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Baidu, Inc.

By /s/ Robin Yanhong Li
 Name Robin Yanhong Li
 Title Chairman and Chief Executive Officer

Date March 26, 2010

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BAIDU, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Baidu, Inc.

We have audited the accompanying consolidated balance sheets of Baidu, Inc. (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Baidu, Inc. as of December 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Baidu, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 26, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Beijing, The People's Republic of China
 March 26, 2010

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

Baidu, Inc.

We have audited Baidu, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Baidu, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan

and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Baidu, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the accompanying consolidated balance sheets of Baidu, Inc. as of December 31, 2009 and 2008, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2009 of Baidu, Inc., and our report dated March 26, 2010, expressed an unqualified opinion thereon.

/s/ Ernst & Young Hua Ming

Beijing, The People's Republic of China
March 26, 2010

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BAIDU, INC.

CONSOLIDATED BALANCE SHEETS
(Amounts in thousands of Renminbi ("RMB"), and in thousands of U.S. Dollars ("US\$"), except for number of shares and per share data)

	Notes	December 31,		
		2008 RMB	2009 RMB	2009 US\$
ASSETS				
Current assets:				
Cash and cash equivalents		2,362,171	4,199,889	615,287
Short-term investments	3	301,244	381,149	55,839
Accounts receivable, net of allowance of RMB8,561 for 2008 and RMB9,015 (US\$1,321) for 2009	4	92,777	161,610	23,676
Other assets, current	5	80,007	91,067	13,341
Receivables from a shareholder	15	10,697	—	—
Deferred tax assets, net	9	5,580	9,157	1,342
Total current assets		2,852,476	4,842,872	709,485
Non-current assets:				
Fixed assets, net	6	789,714	997,557	146,143
Intangible assets, net	7	125,783	122,595	17,960
Goodwill	7	51,082	63,691	9,331
Long-term investments, net		12,281	14,308	2,096
Deferred tax assets, net	9	26,537	33,799	4,952
Other assets, non-current		80,118	82,153	12,035
Total non-current assets		1,085,515	1,314,103	192,517
TOTAL ASSETS		3,937,991	6,156,975	902,002
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities, current	8	423,029	749,861	109,855
Customer advances and deposits, current		422,526	607,828	89,047
Deferred revenue		3,441	42,035	6,158
Deferred income		332	—	—
Total current liabilities		849,328	1,399,724	205,060
Non-current liabilities:				
Long-term payable for business acquisition		—	4,150	608
Total non-current liabilities		—	4,150	608
Total liabilities		849,328	1,403,874	205,668
Commitments and contingencies				
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Shareholders' equity				
Class A Ordinary Shares, par value US\$0.00005 per share, 825,000,000 shares authorized, and 25,641,847 shares and 26,298,960 shares issued and outstanding as at December 31, 2008 and 2009	12	11	11	2
Class B Ordinary Shares, par value US\$0.00005 per share, 35,400,000 shares authorized, and 8,873,986 shares and 8,454,332 shares issued and outstanding as at December 31, 2008 and 2009	12	4	4	1
Additional paid-in capital		1,218,356	1,426,070	208,920
Accumulated other comprehensive loss		(109,552)	(113,513)	(16,630)
Retained earnings	13	1,979,844	3,440,529	504,041
Total shareholders' equity		3,088,663	4,753,101	696,334
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,937,991	6,156,975	902,002

The accompanying notes are an integral part of the consolidated financial statements.

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BAIDU, INC.

CONSOLIDATED STATEMENTS OF INCOME
(Amounts in thousands of Renminbi ("RMB"), and in thousands of U.S. Dollars ("US\$"), except for number of shares and per share data)

	Notes	For the Years Ended December 31,			
		2007 RMB	2008 RMB	2009 RMB	2009 US\$
Revenues					
Online marketing services		1,741,021	3,194,461	4,445,310	651,242
Other services		3,404	3,791	2,466	361
Total revenues		1,744,425	3,198,252	4,447,776	651,603
Operating costs and expenses					
Cost of revenues		(645,406)	(1,155,457)	(1,616,236)	(236,780)
Selling, general and administrative		(411,163)	(659,804)	(803,988)	(117,785)
Research and development		(140,702)	(286,256)	(422,615)	(61,913)
Total operating costs and expenses		(1,197,271)	(2,101,517)	(2,842,839)	(416,478)
Operating profit		547,154	1,096,735	1,604,937	235,125
Other income					
Interest income		49,009	47,677	32,661	4,785
Foreign exchange loss, net		(2,425)	(1,920)	(42)	(6)
Loss from equity method investment		—	—	(229)	(34)
Other income, net		22,478	21,687	45,794	6,709
Total other income		69,062	67,444	78,184	11,454

Income before income taxes		616,216	1,164,179	1,683,121	246,579
Income taxes	9	12,752	(116,071)	(198,017)	(29,010)
Net income		628,968	1,048,108	1,485,104	217,569
Earnings per share for Class A and Class B ordinary shares	2				
Basic		18.57	30.63	42.96	6.29
Diluted		18.11	30.19	42.70	6.26
Weighted average number of Class A and Class B ordinary shares outstanding					
Basic		33,872,611	34,217,443	34,570,790	34,570,790
Diluted		34,724,365	34,717,489	34,776,366	34,776,366

The accompanying notes are an integral part of the consolidated financial statements.

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BAIDU, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands of Renminbi ("RMB"), and in thousands of U.S. Dollars ("US\$"))

	For the Years Ended December 31,			
	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
Cash flows from operating activities				
Net income	628,968	1,048,108	1,485,104	217,569
Adjustments to reconcile net income to net cash generated from operating activities				
Depreciation of fixed assets and others	170,731	268,593	306,281	44,870
Fixed assets written off	622	1,675	2,606	382
Amortization of intangible assets	10,204	12,121	10,729	1,572
Deferred tax assets, net	(10,767)	(13,814)	(10,839)	(1,588)
Share-based compensation	39,848	83,977	86,318	12,646
Provision for doubtful accounts	(703)	4,980	493	72
Foreign exchange loss	1,313	1,157	—	—
Interest income from short-term investments	(4,914)	(5,739)	(8,181)	(1,199)
Impairment on long-term investments	—	7,986	—	—
Loss from equity method investments	—	—	229	34
Changes in operating assets and liabilities net of effects of acquisition				
Accounts receivable	(40,685)	(33,282)	(69,331)	(10,157)
Other assets	(50,442)	(27,349)	5,752	843
Receivables from a shareholder	—	(10,697)	10,697	1,567
Customer advances and deposits, current	116,391	164,949	185,302	27,147
Accounts payable and accrued liabilities, current	121,167	130,230	236,012	34,576
Deferred revenue	1,834	(13,876)	38,595	5,654
Deferred income	(4,089)	(2,485)	(332)	(49)
Trading securities	(44,326)	129,665	—	—
Net cash generated from operating activities	935,152	1,746,199	2,279,435	333,939
Cash flows from investing activities				
Acquisition of fixed assets	(569,091)	(417,898)	(399,312)	(58,500)
Acquisition of business	(14,080)	—	(12,000)	(1,758)
Acquisition of intangible assets	(9,211)	—	—	—
Capitalization of software costs	(4,041)	(17,668)	(11,392)	(1,669)
Acquisition of long-term investments	(8,024)	—	(2,250)	(330)
Purchases of held-to-maturity securities	(228,896)	(764,720)	(779,676)	(114,223)
Maturities of held-to-maturity securities	120,127	580,430	707,929	103,712
Acquisition of long-term prepaid computer parts	—	(41,246)	(39,368)	(5,767)
Net cash used in investing activities	(713,216)	(661,102)	(536,069)	(78,535)
Cash flows from financing activities				
Structured share repurchase, net	—	(68,539)	79,070	11,584
Repurchase of ordinary shares	—	—	(24,419)	(3,577)
Proceeds from exercise of share options	40,698	32,902	40,442	5,924
Net cash generated from (used in) financing activities	40,698	(35,637)	95,093	13,931
Effect of exchange rate changes on cash and cash equivalents	(48,308)	(37,889)	(741)	(108)
Net increase in cash and cash equivalents	214,326	1,011,571	1,837,718	269,227
Cash and cash equivalents at beginning of the year	1,136,274	1,350,600	2,362,171	346,060
Cash and cash equivalents at end of the year	1,350,600	2,362,171	4,199,889	615,287
Supplemental disclosures:				
Income taxes (received) paid, net	(11,892)	145,830	150,170	22,000
Fixed asset acquisitions included in accounts payable and accrued liabilities	126,992	52,650	139,038	20,369
Other non-current assets acquisitions included in accounts payable and accrued liabilities	—	4,764	5,176	758
Non-cash acquisitions of long-term investments	7,415	5,486	—	—

The accompanying notes are an integral part of the consolidated financial statements.

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BAIDU, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Amounts in thousands of Renminbi ("RMB") and U.S. Dollars ("US\$"), except number of shares)

	Ordinary Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Accumulated Losses)	Total Shareholders' Equity
	Number of Shares	Amount RMB				
Balances at December 31, 2006	33,704,399	14	1,088,176	(33,697)	302,768	1,357,261
Comprehensive income						
Foreign currency translation adjustment	—	—	—	(48,256)	—	(48,256)
Net income	—	—	—	—	628,968	628,968
Total comprehensive income						580,712
Exercise of share-based awards	428,590	—	42,605	—	—	42,605
Share-based compensation	—	—	40,794	—	—	40,794
Balances at December 31, 2007	34,132,989	14	1,171,575	(81,953)	931,736	2,021,372
Comprehensive income						
Foreign currency translation adjustment	—	—	—	(27,599)	—	(27,599)
Net income	—	—	—	—	1,048,108	1,048,108
Total comprehensive income						1,020,509
Exercise of share-based awards	382,844	1	28,637	—	—	28,638
Share-based compensation	—	—	86,683	—	—	86,683
Structured share repurchase	—	—	(68,539)	—	—	(68,539)
Balances at December 31, 2008	34,515,833	15	1,218,356	(109,552)	1,979,844	3,088,663
Comprehensive income						
Foreign currency translation adjustment	—	—	—	(3,961)	—	(3,961)
Net income	—	—	—	—	1,485,104	1,485,104
Total comprehensive income						1,481,143
Exercise of share-based awards	270,199	—	41,121	—	—	41,121
Share-based compensation	—	—	87,523	—	—	87,523
Structured share repurchase	—	—	79,070	—	—	79,070
Repurchase of ordinary shares	(32,740)	—	—	—	(24,419)	(24,419)
Balances at December 31, 2009	34,753,292	15	1,426,070	(113,513)	3,440,529	4,753,101
Balances at December 31, 2009, in US\$		3	208,920	(16,630)	504,041	696,334

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2007, 2008 AND 2009

1. ORGANIZATION, CONSOLIDATION AND PRESENTATION OF FINANCIAL STATEMENTS

Baidu, Inc. ("Baidu" or the "Company") was incorporated under the laws of the Cayman Islands on January 18, 2000. The Company was formerly known as Baidu.com, Inc. and changed its name to Baidu, Inc. on December 16, 2008. The Company is the 100% shareholder of Baidu Holdings Ltd. ("Baidu Holdings") incorporated in the British Virgin Islands.

As of December 31, 2009, Baidu Holdings owns three subsidiaries, details of which are as follows

- Baidu Online Network Technology (Beijing) Co., Ltd. ("Baidu Online") incorporated under the laws of the People's Republic of China ("PRC") on January 18, 2000,
- Baidu, Inc. ("Baidu Japan") incorporated in Tokyo under the laws of Japan on December 13, 2006, and
- Baidu (Hong Kong) Limited ("Baidu HK") incorporated in Hong Kong under the laws of Hong Kong on November 27, 2007.

Baidu HK owns three subsidiaries in the PRC, details of which are as follows

- Baidu (China) Co., Ltd. ("Baidu China") incorporated under the laws of the PRC on June 6, 2005,
- Baidu.com Times Technology (Beijing) Co., Ltd. ("Baidu Times") incorporated under the laws of the PRC on April 19, 2006, and
- Baidu Interaction (Shenzhen) Network Technology Co., Ltd. ("Baidu Interaction"), which obtained its business license in March 2009, to be incorporated under the laws of the PRC.

Baidu Japan has established two wholly-owned subsidiaries in Japan, details of which are as follows

- Hyakudo Inc. ("Hyakudo") incorporated in Tokyo under the laws of Japan on April 14, 2008, and
- Baido, Inc. ("Baido") incorporated in Tokyo under the laws of Japan on April 14, 2008

As of December 31, 2009, the Company also effectively controls three variable interest entities ("VIEs")

- Beijing Baidu Netcom Science Technology Co., Ltd. ("Baidu Netcom") incorporated under the laws of the PRC on June 5, 2001,
- Beijing Perusal Technology Co., Ltd. ("Beijing Perusal") incorporated under the laws of the PRC on June 6, 2006, and
- Beijing BaiduPay Science and Technology Co., Ltd. ("BaiduPay") incorporated under the laws of the PRC on February 27, 2008.

On July 13, 2009, Beijing Perusal, together with Paibo Online (Beijing) Technology Co., Ltd. ("Paibo"), a subsidiary of Beijing News, set up a joint venture, Beijing Paibo Times Technology Co., Ltd. ("Paibo Times"), to operate a community website and provide information of interest to Beijing local residents. The registered capital of Paibo Times is RMB5.00 million (US\$0.73 million). Paibo and Beijing Perusal hold 55% and 45% of the Paibo Times equity interest, respectively. The Company accounts for its investment in Paibo Times under the equity method.

The Company, its subsidiaries and VIEs are hereinafter collectively referred to as the "Group." The Group offers Internet search solutions and online marketing solutions, operates an e-commerce platform with an online payment tool which enables e-commerce merchants and customers to make payments online, develops and markets scalable web application software and provides related services. The Group's principal geographic market is in the PRC and Japan. The Company does not conduct any substantive operations of its own but conducts its primary business operations through its wholly-owned subsidiaries and VIEs in the PRC and Japan.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

PRC laws and regulations prohibit or restrict foreign ownership of Internet content and advertising businesses. To comply with these foreign ownership restrictions, the Group operates its websites and provides online advertising services in the PRC through VIEs, the PRC legal entities that were established by the individuals authorized by the Group. The paid-in capital of the VIEs was funded by the Group through loans extended to the authorized individuals. The Group has entered into certain exclusive agreements with the VIEs through Baidu Online, which obligate Baidu Online to absorb a majority of the risk of loss from the VIEs' activities and entitles Baidu Online to receive a majority of their residual returns. In addition, the Group has entered into certain agreements with the authorized individuals through Baidu Online, including loan agreements for the paid-in capital of the VIEs, option agreements to acquire the equity interests in the VIEs when permitted by the PRC laws, and share pledge agreements for the equity interests in the VIEs held by the authorized individuals.

Based on these contractual arrangements, the Company consolidates the VIEs as required by Accounting Standards Codification ("ASC") subtopic 810-10 ("ASC 810-10"), *Consolidation Overall* (Pre-Codification Financial Accounting Standards Board ("FASB") Interpretation No. 46R, *Consolidation of Variable Interest Entities an Interpretation of ARB No. 51*), because the Company holds all the variable interests of VIEs through Baidu Online, which is the primary beneficiary of the VIEs. Despite the lack of technical majority ownership, there exists a parent-subsidiary relationship between the Company and VIEs through the aforementioned agreements, whereby the equity holders of VIEs effectively assigned all of their voting rights underlying their equity interest in VIEs to Baidu Online. In addition, through the other aforementioned agreements, the Company demonstrates its ability and intention to continue to exercise the ability to absorb substantially all of the profits and all of the expected losses of VIEs.

The carrying amount of the total assets of VIEs as of December 31, 2009 was RMB611.55 million (US\$89.59 million) and there was no pledge or collateralization of their assets. The amount of the net assets of VIEs as of December 31, 2009 was RMB244.87 million (US\$35.87 million).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP"). The consolidated financial statements include the financial statements of the Company, its subsidiaries and VIEs in which the Company holds all the variable interests of VIEs through Baidu Online. All inter-company transactions and balances between the Company, its subsidiaries and VIEs are eliminated upon consolidation. The Company has included the results of operations of acquired businesses from the respective dates of acquisition.

Currency Translation for Financial Statements Presentation

Translations of amounts from RMB into US\$ for the convenience of the reader have been calculated at the exchange rate of RMB6.8259 per US\$1.00 on December 31, 2009 as published on the website of the Federal Reserve Bank of New York. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollars at such rate.

Foreign Currency

The Company's functional currency is the US\$. The Company's subsidiaries and VIEs determine their functional currencies based on the criteria of ASC subtopic 830-10 ("ASC 830-10"), *Foreign Currency Matters Overall* (Pre-Codification Statements of Financial Accounting Standards ("SFAS") No. 52, *Foreign Currency Translation*), and have determined their functional currencies to be their respective local currency. The Company uses the RMB as its reporting currency. The Company uses the average exchange rate for the year and the exchange rate at the balance sheet date to translate its operating results and financial position respectively. Any translation

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

gains (losses) are recorded in accumulated other comprehensive income (loss) as a component of shareholders' equity. The Company recorded RMB48.26 million, RMB27.60 million and RMB3.96 million (US\$0.58 million) of net foreign currency translation loss for the years ended December 31, 2007, 2008 and 2009, respectively. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date. Exchange gains and losses are

included in the consolidated statements of income as a component of other income.

Guarantees

The Company accounts for guarantees in accordance with ASC subtopic 460-10 ("ASC 460-10"), *Guarantees Overall* (Pre-Codification Financial Accounting Standards Board ("FASB") Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees Including Indirect Guarantees to Others, an interpretation of FASB Statements No. 5, 57 and 107 and a rescission of FASB Interpretation No. 34*). Accordingly, the Company evaluates its guarantees to determine whether (a) the guarantee is specifically excluded from the scope of ASC 460-10, (b) the guarantee is subject to ASC 460-10 disclosure requirements only, but not subject to the initial recognition and measurement provisions, or (c) the guarantee is required to be recorded in the financial statements at fair value.

The corporate by-laws require that the Company indemnify its officers and directors, as well as those who act as directors and officers of other entities at the Company's request, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising out of their services to the Company. In addition, the Company has entered into separate indemnification agreements with each director and each executive officer of the Company that provide for indemnification of these directors and officers under similar circumstances and under additional circumstances. The indemnification obligations are more fully described in the by-laws and the indemnification agreements. The Company purchases standard directors and officers insurance to cover claims or a portion of the claims made against its directors and officers. Since a maximum obligation is not explicitly stated in the Company's by-laws or in the indemnification agreements and will depend on the facts and circumstances that arise out of any future claims, the overall maximum amount of the obligations cannot be reasonably estimated. Historically, the Company has not been required to make payments related to these obligations, and the fair value for these obligations is zero in the consolidated balance sheets as of December 31, 2008 and 2009.

The Company has no other guarantees for any of the years presented.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Management evaluates estimates, including those related to the accounts receivable allowances, recoverability and useful lives of intangibles and long-lived assets, fair values of options to purchase the Company's ordinary shares, and deferred tax valuation allowance, among others. Management bases the estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from these estimates.

Fair Value Measurements of Financial Instruments

The carrying amounts of the financial instruments, including cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities, customer advances and deposits, deferred revenue and deferred income, approximate fair value because of their generally short maturities.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Cash, Cash Equivalents and Short-Term Investments

Cash and cash equivalents are stated at cost, which approximates fair value, and primarily consist of cash and investments in interest bearing demand deposit accounts, time deposits, highly liquid investments and money market funds. All highly liquid investments with original maturities of three months or less from the date of purchase are classified as cash equivalents. All highly liquid investments with original maturities of greater than three months, but less than 12 months, are classified as short-term investments which are stated at their approximate fair value. In 2008, the Company introduced an e-commerce platform and an online payment platform which enables e-commerce merchants and customers to send and receive payments online. Cash balances deposited by the customers of the Company's e-commerce platform are included as cash and cash equivalents in the consolidated balance sheets. The cash deposits of such nature are considered restricted because they cannot be used for the operations of the Group or any other purpose not designated by customers. When customers fund their account in the e-commerce platform using their bank accounts, the deposited balance is included in the Company's bank account until customers either use the cash to settle their online transactions or withdraw the cash.

As of December 31, 2008 and 2009, there was RMB4.56 million and RMB19.51 million (US\$2.86 million), respectively, in the Company's cash and cash equivalents balance which was related to the deposits made by customers and designated for settlement of their online transactions on the e-commerce platform.

The Company accounts for short-term investments in accordance with ASC subtopic 320-10 ("ASC 320-10"), *Investments — Debt and Equity Securities Overall* (Pre-Codification SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*). The Company classifies the short-term investments in debt and equity securities as "held-to-maturity", "trading" or "available-for-sale", whose classification determines the respective accounting methods stipulated by the accounting standard for financial instruments. The securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities. The securities that the Company has positive intent and ability to hold to maturity are classified as held-to-maturity securities and stated at amortized cost. The Company did not have available-for-sale securities as of any of the balance sheet date presented. Unrealized holding gains and losses for trading securities are included in earnings. Dividend and interest income, including amortization of the premium and discount arising at acquisition, for all categories of investments in securities are included in earnings. Any realized gains or losses on the sale of the short-term investments are determined on a specific identification method, and such gains and losses are reflected in the consolidated statements of income as a component of interest income.

For individual securities classified as held-to-maturity securities, the Company evaluates whether a decline in fair value below the amortized cost basis is other than temporary in accordance with the Company's policy and ASC subtopic 320-10 ("ASC 320-10"), *Investments — Debt and Equity Securities Overall* (Pre-Codification FASB Staff Position ("FSP") SFAS 115-1/SFAS 124-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*). If the Company concludes that it does not intend or is not required to sell an impaired debt security before the recovery of its amortized cost basis, the impairment is considered temporary and the held-to-maturity securities continue to be recognized at the amortized costs. When the Company intends to sell an impaired debt security or it is more likely than not that it will be required to sell prior to recovery of its amortized cost basis, an other-than-temporary impairment is deemed to have occurred. In these instances, the other-than-temporary impairment loss is recognized in the consolidated statements of income equal to the entire excess of the debt security's amortized cost basis over its fair value at the balance sheet date. When the Company does not intend to sell an impaired debt security and it is more likely than not that it will not be required to sell prior to recovery of its amortized cost basis, the Company must determine whether or not it will recover its amortized cost basis. If the Company concludes that it will not, an other-than-temporary impairment exists and that portion of the credit loss is recognized in the consolidated statements of income, while the portion of loss related to all other factors is recognized in other comprehensive income.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Long-term Investments

Long-term investments include cost method investments and equity method investments.

In accordance with ASC subtopic 325-20 ("ASC 325-20"), *Investments-Other Cost Method Investments* (Pre-Codification Accounting Principles Board ("APB") No. 18 ("APB 18"), *The Equity Method of Accounting for Investments in Common Stock*), for investments in an investee over which the Company does not have significant influence, the Company carries the investment at cost and only adjusts for other-than-temporary declines in fair value and distributions of earnings. The management regularly evaluates the impairment of the cost method investments based on performance and financial position of the investee as well as other evidence of market value. Such evaluation includes, but is not limited to, reviewing the investee's cash position, recent financing, projected and historical financial performance, cash flow forecasts and financing needs. An impairment loss is recognized in the consolidated statements of income equal to the excess of the investment's cost over its fair value at the balance sheet date of the reporting period for which the assessment is made. The fair value would then become the new cost basis of investment. The impairment charge was nil, RMB7.99 million and nil for the years ended December 31, 2007, 2008 and 2009, respectively.

Investments in entities in which the Company can exercise significant influence but does not own a majority equity interest or control are accounted for using the equity method of accounting in accordance with ASC subtopic 323-10 ("ASC 323-10"), *Investments-Equity Method and Joint Ventures Overall* (Pre-Codification APB 18). Under the equity method, the Company initially records its investment at cost and adjusts the carrying amount of the investment to recognize the Company's proportionate share of each equity investee's net income or loss into consolidated statements of income after the date of acquisition. The difference between the cost of the equity investee and the amount of the underlying equity in the net assets of the equity investee is recognized as equity method goodwill included in equity method investment on the consolidated balance sheets. The Company evaluated the equity method investments for impairment under ASC 323-10. An impairment loss on the equity method investments is recognized in the consolidated statements of income when the decline in value is determined to be other-than-temporary.

Capitalization of Software Developed for Internal Use

The Company has capitalized certain internal use software development costs in accordance with ASC subtopic 350-40 ("ASC 350-40"), *Intangibles-Goodwill and Other Internal-Use Software* (Pre-Codification Statement of Position ("SOP") 98-1, *Accounting for the Costs of Computer Software Developed or Obtained for Internal Use*), amounting to RMB6.49 million, RMB19.49 million and RMB12.59 million (US\$1.84 million) for the years ended December 31, 2007, 2008 and 2009, respectively. The Company capitalizes certain costs relating to software acquired, developed, or modified solely to meet the Company's internal requirements and for which there are no substantive plans to market the software. These costs mainly included payroll and payroll-related costs for employees who are directly associated with and who devote time to the internal use software projects during the application development stage. The estimated useful life of software development costs is determined to be three years. The amortization expense for capitalized software amounted to RMB1.26 million, RMB3.44 million and RMB9.77 million (US\$1.43 million) for the years ended December 31,

2007, 2008 and 2009, respectively. Capitalized internal use software costs are included in fixed assets, net. The unamortized amount of capitalized internal use software developed costs, which are included in fixed assets, net, is RMB23.34 million and RMB26.16 million (US\$3.83 million) as of December 31, 2008 and 2009, respectively.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Depreciation or amortization is recorded on a straight-line basis over the shorter of the estimated useful lives of the assets or the term of the related lease, as follows

Office building	— 45 years
Office building related facility, machinery and equipment	— 15 years
Computer equipment	— 3 or 5 years
Internal use software development costs	— 3 years
Vehicles and office equipment	— 5 years
Leasehold improvements	— over the shorter of lease terms or estimated useful lives of the assets

Fixed assets have no estimated residual value except for the office building and its related facility, machinery and equipment, which have an estimated residual value of 4% of the cost.

Repair and maintenance costs are charged to expense as incurred, whereas the cost of renewals and betterments that extend the useful life of fixed assets are capitalized as additions to the related assets. Retirements, sales and disposals of assets are recorded by removing the cost and accumulated depreciation from the asset and accumulated depreciation accounts with any resulting gain or loss reflected in the consolidated statements of income.

All direct and indirect costs that are related to the construction of fixed assets and incurred before the assets are ready for their intended use are capitalized as construction in progress. Construction in progress is transferred to specific fixed assets items and depreciation of these assets commences when they are ready for their intended use.

Intangible Assets

Intangible assets with finite lives are carried at cost less accumulated amortization. The land use right is amortized using a straight-line method over the shorter of its estimated economic life or the term of related land use right contract. All other intangible assets with definite lives are amortized using the straight-line method over the estimated economic life. As of December 31, 2009, intangible assets have weighted average useful lives from the date of purchase as follows

Domain names	— 5 years
Customer relationships	— 4.9 years
Non-competition agreements	— 3.9 years
Software	— 6.3 years
Contract-based assets	— 2.3 years
Trademark	— 9.6 years
Land use right	— 50 years

Intangible assets with an indefinite useful life are not amortized. One of the domain name assets acquired in July 2006 is not subject to amortization, as the remaining useful life is indefinite. The total amount assigned to this domain name is RMB9.36 million (US\$1.37 million) as of December 31, 2009. In addition, in March 2008, the Company's trademark of "BAIDU" was qualified as a China well-known trademark by the State Trademark Office. The registration costs amounted to RMB1.05 million as of December 31, 2008 and were recorded as an intangible asset not subject to amortization, as the remaining useful life is indefinite. If the intangible assets that are not being amortized are subsequently determined to have a finite useful life, the assets will be tested for impairment in accordance with ASC subtopic 350-30 ("ASC 350-30"), *Intangibles-Goodwill and Other General Intangibles Other than Goodwill* (Pre-Codification SFAS 142, *Goodwill and Other Intangible Assets*), and then amortized prospectively over their

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

estimated remaining useful lives and accounted for in the same manner as other intangible assets that are subject to amortization. Intangible assets with indefinite useful lives are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. There have been no impairment charges of the Company's intangible assets with indefinite useful lives in any of the years presented.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets, such as fixed assets and purchased or internally developed intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate the carrying value of an asset may not be recoverable in accordance with ASC subtopic 360-10 ("ASC 360-10"), *Property Plant and Equipment Overall* (Pre-Codification SFAS 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*). When such events occur, the Company assesses the recoverability of the assets group based on the undiscounted future cash flow the assets group is expected to generate and recognizes an impairment loss when estimated undiscounted future cash flow expected to result from the use of the assets group plus net proceeds expected from disposition of the assets group, if any, is less than the carrying value of the assets group. If the Company identifies an impairment, the Company reduces the carrying amount of the assets group to its estimated fair value based on a discounted cash flow approach or, when available and appropriate, to comparable market values. The Company uses estimates and judgments in its impairment tests and if different estimates or judgments had been utilized, the timing or the amount of any impairment charges could be different. Asset groups to be disposed of would be reported at the lower of the carrying amount or fair value less costs to sell, and no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet. There have been no impairment charges relating to the Company's long-lived assets in any of the years presented.

Accounting for Impairment of Goodwill

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired in a business combination. The Company assesses goodwill for impairment in accordance with ASC subtopic 350-20 ("ASC 350-20"), *Intangibles — Goodwill and Other Goodwill* (Pre-Codification SFAS 142, *Goodwill and Other Intangible Assets*), which requires that goodwill be tested for impairment at the reporting unit level at least annually and more frequently upon the occurrence of certain events, as defined by ASC 350-20. Consistent with the management's operational perspective, the Company has determined that it has only one reporting unit as Baidu's chief operational decision maker only reviews the Company's discrete financials at its consolidated level. Goodwill was tested for impairment in the annual impairment tests on December 31 in each year using the two-step process required by ASC 350-20. First, the Company reviewed the carrying amount of the reporting unit compared to the "fair value" of the reporting unit based on quoted market prices of the ordinary shares. If the fair value of the reporting unit exceeds the carrying value of the reporting unit, goodwill is not impaired and the Company is not required to perform further testing. If the carrying value of the reporting unit exceeds the fair value of the reporting unit, then the Company must perform the second step of the impairment test in order to determine the implied fair value of the reporting unit's goodwill. That is, the Company would then prepare the discounted cash flow analyses. Such analyses are based on cash flow assumptions that are consistent with the plans and estimates being used to manage the business. An excess carrying value compared to fair value would indicate that goodwill may be impaired. Finally, if the Company determined that goodwill may be impaired, the implied fair value of the goodwill, as defined by ASC 350-20, would be compared to its carrying amount to determine the impairment loss, if any. There has been no impairment of goodwill in any of the years presented.

Accounts Receivable and Other Receivables

Accounts receivable are recognized and carried at original invoiced amount less an allowance for any potential uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred. The Company generally does not require collateral from its customers.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company maintains allowances for doubtful accounts for estimated losses resulting from the failure of customers to make payments on time. The Company

reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectibility of individual balances. In evaluating the collectibility of individual receivable balances, the Company considers many factors, including the age of the balance, the customer's historical payment history, its current credit-worthiness and current economic trends.

Revenue Recognition

The Company recognizes revenue based on the following principles

Online marketing services

(1) Auction-based pay-for-performance service

The Company's auction-based pay-for-performance ("P4P") platform enables a customer to place its website link and related description on the Company's search result list. The customers make bids on keywords based on how much they are willing to pay for each click to their listings in the search results listed on the Company's website and the relevance between the keywords and the customer's businesses. Internet users' search of the keyword will trigger the display of the listings. The ranking of the customer's listing depends on both the bidding price and the listing's relevance to the keyword searched. Customer pays the Company only when a user clicks on one of its website links. Revenue is generally recognized when a user clicks on one of the customer-sponsored website links, as there is persuasive evidence of an arrangement, the fee is fixed or determinable and collection is reasonably assured, as prescribed by ASC subtopic 605-10 ("ASC 605-10"), *Revenue Recognition Overall* (Pre-Codification Securities and Exchange Committee ("SEC") Staff Accounting Bulletin ("SAB") No. 104).

For certain P4P customers engaged through direct sales, the Company may provide certain value-added consulting support services to help its customers to better utilize its P4P online marketing system. Fees for such services are generally recognized as revenue on a pro-rata basis over the contracted service period.

(2) Other performance-based online marketing services

To the extent the Company provides online marketing services based on performance criteria other than click-throughs, such as the number of telephone calls brought to its customers, the number of users registered with its customers, or the number of minimum click-throughs, revenue is recognized when the specified performance criteria are met together with satisfaction of other applicable revenue recognition criteria as prescribed by ASC 605-10.

(3) Time-based online advertising services

For time-based online advertising services such as text links, banners, or other forms of graphical advertisements, the Company recognizes revenue, in accordance with ASC 605-10, on a pro-rata basis over the contractual term commencing on the date the customer's advertisement is displayed in a specified webpage. For certain time-based contractual agreements, the Company may also provide certain performance guarantees, in which cases revenue is recognized at the later of the completion of the time commitment or performance guarantee.

(4) Online marketing services involving Baidu Union

Baidu Union is the program through which the Company expands distribution of its customers' sponsored links or advertisements by leveraging traffic of the Baidu Union members' internet properties or distributing the Company's customers' paid links through Union members' properties. The Company makes payments to Baidu Union members for acquisition of traffic. The Company recognizes gross revenue for the amount of fees it receives from its customers. Payments made to Baidu Union members are included in cost of revenues as traffic acquisition costs.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(5) Barter transactions

The Company engages in barter transactions occasionally and in such situation follows the provisions of ASC subtopic 845-10 ("ASC 845-10"), *Nonmonetary Transactions Overall* (Pre-Codification APB 29, *Accounting for Nonmonetary Transactions*). While nonmonetary transactions are generally recorded at fair value, if such value is not determinable within reasonable limits, the transaction is recognized based on the carrying value of the product or services provided. The amount of revenues recognized for barter transactions was insignificant for each of the periods presented.

The Company recognizes revenues for barter transactions involving advertising in accordance with ASC subtopic 605-20 ("ASC 605-20"), *Revenue recognition Services* (Pre-Codification Emerging Issues Task Force ("EITF") Issue No. 99-17, *Accounting for Advertising Barter Transactions*). However, neither the amount recognized nor the volume of such transactions qualified for income recognition was material for any of the periods presented.

According to ASC subtopic 505-50 ("ASC 505-50"), *Equity - Equity-based Payments to Non-Employees* (Pre-Codification EITF 00-08, *Accounting by a Grantee for an Equity Instrument to Be Received in Conjunction with Providing Goods or Services*), if the Company provides services in exchange for equity instruments, the Company is required to measure the fair value of those equity instruments for revenue recognition purposes as of the earlier of either of the following dates

- The date the parties come to a mutual understanding of the terms of the equity-based compensation arrangement and a commitment for performance by the Company to earn the equity instruments is reached;
- The date at which the Company's performance necessary to earn the equity instruments is completed.

If, as of the measurement date, the fair value of the equity instruments received is not determinable within reasonable limits, the transaction is recognized based on the fair value of the services provided. If the fair value of both the equity instruments received and the services provided cannot be determined, no revenue is recognized for the services provided and the equity instrument received is recorded at zero carrying value. The amount of revenues recognized for such transactions was insignificant in each of the years presented.

(6) Other revenue recognition related policies

If a sales contract stipulates more than one of the services described in (1), (2) and (3) above (collectively the "Services"), and the Services are considered multiple accounting units in accordance with ASC subtopic 605-25 ("ASC 605-25"), *Revenue recognition Multiple-Element Arrangements* (Pre-Codification EITF Issue No. 00-21, *Revenue Arrangements with Multiple Deliverables*), the total revenue on such arrangements is allocated to the individual deliverables based on their relative fair values. If sufficient vendor-specific objective evidence of fair value does not exist for the allocation of revenue, the fee for the entire arrangement is recognized ratably over the term of the arrangement.

The Company engages third party distributors to deliver some of its online marketing services to end customers. In this context, the Company may provide cash incentives to distributors. The cash incentives are accounted for as reduction of revenue in accordance with ASC subtopic 605-50 ("ASC 605-50"), *Revenue recognition Customer Payments and Incentives* (Pre-Codification EITF Issue No. 01-09, *Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)*).

Cash received in advance from customers is recorded as customer advances and deposits. The unused cash balances remaining in customers' accounts are included as a liability of the Company. Deferred revenue is recorded when services are provided before the applicable revenue recognition criteria set forth in ASC 605-10 are fulfilled.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Cost of Revenues

Cost of revenues consists primarily of business taxes and surcharges, traffic acquisition costs, bandwidth costs, depreciation, payroll and related costs of operations.

The Company incurs business taxes and surcharges in connection with the provision of online marketing services, technical and consulting service fees charged by Baidu Online to VIEs and other taxable services in the PRC. According to ASC subtopic 605-45 ("ASC 605-45"), *Revenue Recognition Principal Agent Considerations* (Pre-Codification EITF Issue No. 06-03, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement*), the Company includes the business tax and surcharges incurred on its online marketing revenues in cost of revenues. The business tax and surcharges in cost of revenues for the years ended December 31, 2007, 2008 and 2009 were RMB108.78 million, RMB200.09 million and RMB275.92 million (US\$40.42 million), respectively.

Traffic acquisition costs represent the amounts paid or payable to Baidu Union members who direct search queries to the Company's websites or distribute the Company's customers' paid links through their properties. These payments are primarily based on revenue sharing arrangements under which the Company pays its Baidu Union members a percentage of the fees it earns from its online marketing customers.

Advertising Expenses

Advertising expenses, primarily advertisements through various forms of media, are included in "Selling, general and administrative expense" in the consolidated statements of income and are expensed when incurred. Advertising expenses for the years ended December 31, 2007, 2008 and 2009 were RMB19.83 million, RMB29.22 million and RMB77.80 million (US\$11.40 million), respectively.

Research and Development Expenses

Research and development expenses consist primarily of personnel-related costs. The Company has expensed substantially all development costs included in the research and development of products and new functionality added to the existing products as incurred, except for certain core technologies with alternative future uses.

Other Income

Other income consists primarily of interest income, government subsidies, impairment and non-operating expenses. Interest income is generated from bank deposits and other interest-earning financial assets and is recognized on an accrual basis. Other income, net primarily consists of financial subsidies received from provincial and local governments for operating a business in their jurisdictions and compliance with specific policies promoted by the local governments. During the years ended December 31, 2007, 2008 and 2009, the Group received financial subsidies of RMB18.99 million, RMB22.72 million and RMB42.50 million (US\$6.23 million), respectively, from various local PRC government authorities. There are no defined rules and regulations to govern the criteria necessary for companies to receive such benefits, and the amount of financial subsidy is determined at the discretion of the relevant government authorities. Such amounts are recorded as other income when received.

Leases

Leases have been classified as either capital or operating leases. Leases that transfer substantially all the benefits and risks incidental to the ownership of assets are accounted for as if there was an acquisition of an asset and incurrence of an obligation at the inception of the lease. All other leases are accounted for as operating leases wherein rental payments are expensed as incurred. The Company had no capital leases for the years ended December 31, 2007, 2008 and 2009.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Income Taxes

The Company recognizes income taxes under the liability method. Deferred income taxes are recognized for differences between the financial reporting and tax bases of assets and liabilities at enacted tax rates in effect for the years in which the differences are expected to reverse. The Company records a valuation allowance against the amount of deferred tax assets that it determines is not more likely than not being realized. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company adopted the provisions of ASC subtopic 740-10 ("ASC 740-10"), *Income Taxes - Overall* (Pre-Codification FIN 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109*), on January 1, 2007. ASC 740-10 clarified the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. No cumulative effect adjustment resulted from the adoption of ASC 740-10, nor did the standard have any impact on the Company's financial statements for the years ended December 31, 2008 and 2009. The Company has elected to classify interest and penalties related to an uncertain tax position (if and when required) as part of income tax expense in the consolidated statements of income. As of and for the years ended December 31, 2007, 2008 and 2009, no unrecognized tax benefits or interest and penalties associated with uncertainty in income taxes have been recognized.

Comprehensive Income

Comprehensive income is defined as the change in equity of the Company during a period from transactions and other events and circumstances excluding transactions resulting from investments by owners and distributions to owners. Comprehensive income is reported in the consolidated statements of shareholders' equity. Accumulated other comprehensive loss of the Company consists of the foreign currency translation adjustments.

Share-based Compensation

The Company adopted ASC subtopic 718-10 ("ASC 718-10"), *Compensation - Stock Compensation - Overall* (Pre-Codification SFAS No. 123(R), *Share-Based Payment*), using the modified prospective transition approach from January 1, 2006. Pursuant to ASC 718-10, the Company recognized share-based compensation expense over the requisite service periods for any share-based awards granted after January 1, 2006 based on the fair values of all share-based awards on the dates of grant.

The Company has elected to recognize share-based compensation after the date of adoption of ASC 718-10 using the straight-line method for all share-based awards issued. Forfeitures have been estimated based on historical experience and periodically reviewed. Cancellation of an award accompanied by the concurrent grant of a replacement award is accounted for as a modification of the terms of the cancelled award ("modification awards"). The compensation costs associated with the modification awards will be recognized if either the original vesting condition or the new vesting condition is achieved and the compensation costs cannot be less than the grant-date fair value of the original award. The incremental compensation cost was measured as the excess of the fair value of the replacement award over the fair value of the cancelled award at the cancellation date. Therefore, in relation to the modification awards, the Company recognizes share-based compensation over the vesting periods of the new options, which comprises, (1) the amortization of the incremental portion of share-based compensation over the remaining vesting term and (2) plus any unrecognized compensation cost of original award, using either the original term or the new term, whichever is higher for each reporting period.

The Company accounts for share awards issued to non-employees in accordance with the provisions of ASC subtopic 505-50 ("ASC 505-50"), *Equity - Equity-based Payments to Non-Employees* (Pre-Codification EITF Issue No. 96-18, *Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring or in Conjunction with Selling Goods or Services*). Under ASC 505-50, the Company uses the Black-Scholes option

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pricing model method to measure the value of options granted to non-employees at each vesting date to determine the appropriate charge to share-based compensation.

ASC 718-10 also requires share-based compensation to be presented in the same manner as cash compensation rather than as a separate line item.

Earnings Per Share ("EPS")

The Company computes earnings per Class A and Class B ordinary shares in accordance with ASC subtopic 260-10 ("ASC 260-10"), *Earnings Per Share - Overall* (Pre-Codification SFAS No. 128, *Earnings per Share*), using the two class method. Under the provisions of ASC 260-10, basic net income per share is computed using the weighted average number of ordinary shares outstanding during the period except that it does not include unvested ordinary shares subject to repurchase or cancellation. Diluted net income per share is computed using the weighted average number of ordinary shares and, if dilutive, potential ordinary shares outstanding during the period. Potentially dilutive securities have been excluded from the computation of diluted net income per share if their inclusion is anti-dilutive. Potential ordinary shares consist of the incremental ordinary shares issuable upon the exercise of stock options and restricted shares subject to cancellation. The dilutive effect of outstanding stock options and restricted shares is reflected in diluted earnings per share by application of the treasury stock method. The computation of the diluted net income per share of Class A ordinary shares assumes the conversion of Class B ordinary shares, while the diluted net income per share of Class B ordinary shares does not assume the conversion of those shares.

The liquidation and dividend rights of the holders of the Company's Class A and Class B ordinary shares are identical, except with respect to voting. As a result, and in accordance with ASC subtopic 260-10 ("ASC 260-10"), *Earnings Per Share - Overall* (Pre-Codification EITF Issue No. 03-06, *Participating Securities and the Two-Class Method under FASB Statement No. 128*), the undistributed earnings for each year are allocated based on the contractual participation rights of the Class A and Class B ordinary shares as if the earnings for the year had been distributed. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis. Further, as the conversion of Class B ordinary shares is assumed in the computation of the diluted net income per share of Class A ordinary shares, the undistributed earnings are equal to net income for that computation.

For the purposes of calculating the Company's basic and diluted earnings per Class A and Class B ordinary shares, the ordinary shares relating to the options that were exercised are assumed to have been outstanding from the date of exercise of such options.

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The following table sets forth the computation of basic and diluted net income per Class A and Class B ordinary shares.

(Amounts in thousands of Renminbi ("RMB"), and in thousands of U.S. Dollars ("US\$"), except for number of shares and per share data)

For the Years Ended December 31,								
2007			2008			2009		
Class A	Class B		Class A	Class B		Class A	Class B	Class B
RMB	RMB	RMB	RMB	RMB	US\$	RMB	RMB	US\$

Numerator:								
Allocation of undistributed earnings	428,128	200,840	772,330	275,778	1,107,191	162,204	377,913	55,365
Denominator:								
Weighted average of issued shares outstanding	23,056,501	10,816,110	25,214,154	9,003,290	25,773,593	25,773,593	8,797,198	8,797,198
Denominator used for basic earnings per Class A and Class B ordinary shares								
23,056,501	10,816,110	25,214,154	9,003,290	25,773,593	25,773,593	8,797,198	8,797,198	8,797,198
Basic earnings per Class A and Class B ordinary shares	18.57	18.57	30.63	30.63	42.96	6.29	42.96	6.29
Numerator:								
Allocation of undistributed earnings for diluted computation	420,463	208,505	765,509	282,599	1,107,067	162,186	378,037	55,383
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	208,505	—	282,599	—	378,037	55,383	—	—
Denominator:								
Weighted average ordinary shares outstanding—basic	23,056,501	10,816,110	25,214,154	9,003,290	25,773,593	25,773,593	8,797,198	8,797,198
Conversion of Class B to Class A ordinary shares	10,816,110	—	9,003,290	—	8,797,198	8,797,198	—	—
Share-based awards	851,754	695,130	500,046	357,512	205,576	205,576	55,210	55,210
Denominator used for diluted earnings per Class A and Class B ordinary shares								
34,724,365	11,511,240	34,717,490	9,360,802	34,776,366	34,776,366	8,852,408	8,852,408	8,852,408
Diluted earnings per Class A and Class B ordinary shares	18.11	18.11	30.19	30.19	42.70	6.26	42.70	6.26

Recent Accounting Pronouncements

In June 2009, the FASB issued SFAS 167, (subsequently codified by Accounting Standards Update (“ASU”) No. 2009-17 (“ASU 2009-17”)), *Amendments to FASB Interpretation No. 46(R)*, which amends guidance regarding consolidation of variable interest entities to address the elimination of the concept of a qualifying special purpose entity. SFAS 167 also replaces the quantitative-based risks and rewards calculation for determining which enterprise has a controlling financial interest in a variable interest entity with an approach focused on identifying which enterprise has the power to direct the activities of the variable interest entity, and the obligation to absorb losses of the entity or the right to receive benefits from the entity. Additionally, SFAS 167 requires any enterprise that holds a variable interest in a variable interest entity to provide enhanced disclosures that will provide users of financial statements with more transparent information about an enterprise’s involvement in a variable interest entity.

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BAIDU, INC.

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SFAS 167 is effective for interim and annual reporting periods beginning after November 30, 2009. The Company does not expect the adoption of SFAS 167 will have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-13 (“ASU 2009-13”), *Multiple-Deliverable Revenue Arrangements*. ASU 2009-13 amends ASC sub-topic 605-25 (“ASC 605-25”), *Revenue Recognition—Multiple-Element Arrangements*, regarding revenue arrangements with multiple deliverables. These updates addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, and how the arrangement consideration should be allocated among the separate units of accounting. These updates are effective for fiscal years beginning after June 15, 2010 and to be applied retrospectively or prospectively for new or materially modified arrangements. In addition, early adoption is permitted. The Company does not expect the adoption of ASU 2009-13 will have a material impact on its consolidated financial statements.

In October 2009, the FASB issued ASU No. 2009-14 (“ASU 2009-14”), *Certain Revenue Arrangements That Include Software Elements*. ASU 2009-14 amends the scope of ASC sub-topic 985-605 (“ASC 985-605”), *Software—Revenue Recognition*, to exclude all tangible products containing both software and non-software components that function together to deliver the product’s essential functionality. ASU 2009-14 is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010 and is to be applied on a prospective basis. Early application is permitted as of the beginning of an entity’s fiscal year. The Company does not expect the adoption of ASU 2009-14 will have a material impact on its consolidated financial statements.

In January 2010, the FASB issued ASU No. 2010-06 (“ASU 2010-06”), *Fair Value Measurements and Disclosures—Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends ASC 820 to require a number of additional disclosures regarding (1) the different classes of assets and liabilities measured at fair value, (2) the valuation techniques and inputs used, (3) the activity in Level 3 fair value measurements, and (4) the transfers between Levels 1, 2, and 3. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company does not expect that the adoption of ASU 2010-06 will have a material impact on its consolidated financial statements.

Concentration of Risks

Concentration of credit risk

Financial instruments that potentially subject the Company to significant concentration of credit risk primarily consist of cash and cash equivalents, short-term investments and accounts receivable. The Company has RMB4.58 billion (US\$671.13 million) in cash and cash equivalents, and short-term investments. The Company has approximately RMB 4.18 billion (US\$612.78 million) in cash, bank deposits and money market funds in the PRC, which constitute about 91% of total cash and cash equivalents and short-term investments. Since the global financial crisis during the third quarter of 2008, the risk of bankruptcy of those banks in which the Company has deposits or investments has increased significantly. In the event of bankruptcy of one of these financial institutions, it may be unlikely to claim its deposits or investments back in full. The Company continues to monitor the financial strength of the financial institutions.

Accounts receivable are typically unsecured and derived from revenue earned from customers and agents in China, which are exposed to credit risk. The risk is mitigated by credit evaluations the Company performs on its customers and its ongoing monitoring process of outstanding balances. We maintain reserves for estimated credit losses and these losses have generally been within our expectations.

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Business and economic risks

The Company participates in a dynamic high technology industry and believes that changes in any of the following areas could have a material adverse effect on the Company’s future financial position, results of operations or cash flows: changes in the overall demand for services and products; changes in business offerings; competitive pressures due to new entrants; advances and new trends in new technologies and industry standards; changes in bandwidth suppliers; changes in certain strategic relationships or customer relationships; regulatory considerations; copyright regulations; and risks associated with the Company’s ability to attract and retain employees necessary to support its growth.

No customer or any of Baidu Union member generated greater than 10% of total revenues in any of the periods presented.

The Company’s operations could be adversely affected by significant political, economic and social uncertainties in the PRC.

Currency convertibility risk

Substantially all of the Company’s businesses are transacted in RMB, which is not freely convertible into foreign currencies. All foreign exchange transactions take place either through the People’s Bank of China or other banks authorized to buy and sell foreign currencies at the exchange rates quoted by the People’s Bank of China. Approval of foreign currency payments by the People’s Bank of China or other regulatory institutions requires submitting a payment application form together with suppliers’ invoices, shipping documents and signed contracts.

Foreign currency exchange rate risk

The Company’s exposure to foreign currency exchange rate risk primarily relates to cash and cash equivalents and short-term investments denominated in the U.S. dollar. The functional currency of the Company is US\$, and the reporting currency is RMB. Since July 21, 2005, the RMB has been permitted to fluctuate within a narrow and managed band against a basket of certain foreign currencies. The appreciation of the US\$ against RMB was approximately 0.05% in 2009. Any significant revaluation of RMB may materially and adversely affect the cash flows, revenues, earnings and financial position, and the value of, and any dividends payable on, the ADS in U.S. dollars. As a result, an appreciation of RMB against the U.S. dollar would result in foreign currency translation losses when translating the net assets of the Company from the U.S. dollar into RMB.

The functional currency of the subsidiaries in Japan is Japanese Yen (“JPY”), and the reporting currency is RMB. During 2009, JPY depreciated by approximately 2.4% against RMB. The depreciation of JPY against RMB results in foreign currency translation loss when translating the net assets into RMB.

For the years ended December 31, 2007, 2008 and 2009, the net foreign currency translation loss resulting from the translation from the respective functional currencies to the RMB reporting currency recorded in the Company’s other comprehensive loss was RMB48.26 million, RMB27.60 million and RMB3.96 million (US\$0.58 million) respectively.

Comparative Information

Certain items in prior years consolidated financial statements have been reclassified to conform to the current year's presentation in accordance with the requirement under eXtensible Business Reporting Language ("XBRL") to facilitate comparison.

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BAIDU, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

3. SHORT-TERM INVESTMENTS

	December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
Held-to-maturity securities			
Fixed rate investments	140,033	381,149	55,839
Adjustable rate investments	161,211	—	—
	<u>301,244</u>	<u>381,149</u>	<u>55,839</u>

During the years ended December 31, 2007, 2008 and 2009, the Company recorded short-term investment gains and interest income of RMB5.25 million, RMB8.75 million and RMB8.18 million (US\$1.20 million) in the consolidated statements of income, respectively.

As of December 31, 2008 and 2009, short-term investments of RMB140.03 million and RMB381.15 million (US\$55.84 million), respectively, are fixed rate investments with the original maturity of less than one year.

As of December 31, 2009, RMB346.71 million out of the total fixed rate investments are six-month time deposits in commercial banks and financial institutions. In addition, the remaining RMB34.44 million of investment was initially adjustable rate investments issued by a financial institution, with the original maturity of less than one year. The adjustable rate investment is structured notes in nature with an adjustable interest rate depending on whether a reference equity-index is within a predetermined range. During the year ended December 31, 2009, the reference interest rate index was outside of the predetermined range and thus the interest rate became a fixed rate of 1% for the adjustable rate investment. Therefore, as of December 31, 2009, such RMB34.44 million of investment was recorded as fixed rate investment.

As of December 31, 2008 and 2009, the fair value of short-term investments is RMB304.25 million and RMB381.50 million (US\$55.89 million), respectively, with respective gross unrecognized gain of RMB3.01 million and RMB0.35 million (US\$0.05 million).

The following table summarizes the estimated fair value of the held-to-maturity securities as of December 31, 2009 (in thousands)

	Carrying	Gross	Gross	Fair	Fair
	Value	Unrealized	Unrealized	Value	Value
	RMB	RMB	RMB	RMB	US\$
Short-term investments					
Fixed-rate investments	381,149	354	—	381,503	55,891
Total	381,149	354	—	381,503	55,891

4. ACCOUNTS RECEIVABLE

	December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
Accounts receivable	101,338	170,625	24,997
Less Allowance for doubtful accounts	(8,561)	(9,015)	(1,321)
	<u>92,777</u>	<u>161,610</u>	<u>23,676</u>

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
Movements in allowance for doubtful accounts				
Balance at the beginning of the year	4,211	3,581	8,561	1,254
Amounts (credited against) charged to costs and expenses	(243)	7,390	454	67
Write-offs	(387)	(2,410)	—	—
Balance at the end of the year	<u>3,581</u>	<u>8,561</u>	<u>9,015</u>	<u>1,321</u>

5. OTHER ASSETS, CURRENT

	December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
Deposits	10,777	13,736	2,012
Prepaid expenses	11,194	8,026	1,176
Advances to suppliers	9,080	8,965	1,314
Interest receivable	2,887	5,469	801
Receivables from employees	5,878	52,118	7,635
Receivables from service provider	1,836	2,614	383
Income taxes receivable	38,312	—	—
Other	43	139	20
	<u>80,007</u>	<u>91,067</u>	<u>13,341</u>

6. FIXED ASSETS

	December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
Office building	—	363,198	53,209
Office building related facility, machinery and equipment	—	118,844	17,411
Computer equipment	944,807	1,128,844	165,377
Internal use software development costs	26,811	44,925	6,581
Vehicles	4,019	4,020	589
Office equipment	17,134	57,687	8,451
Leasehold improvements	43,132	31,118	4,559
	1,035,903	1,748,636	256,177
Less Accumulated depreciation	(535,199)	(766,716)	(112,325)
Construction in progress	289,010	15,637	2,291
	<u>789,714</u>	<u>997,557</u>	<u>146,143</u>

The Company started the construction of its new office building in Beijing ("Baidu Campus") in 2007 and completed the construction in late 2009. Direct costs related to the construction of Baidu Campus of RMB102.05 million, RMB172.29 million and RMB209.20 million (US\$30.65 million) were capitalized as construction in progress for the years ended December 31, 2007, 2008 and 2009, respectively. Construction in

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BAIDU, INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

progress of RMB482.04 million (US\$70.62 million) was transferred to property, plant and equipment upon substantial completion of the construction of Baidu Campus in November 2009. The depreciation of Baidu Campus and its related facility, machinery and equipment is calculated using the straight-line method over their respective estimated useful life. In addition, the remainder construction in progress of RMB8.73 million (US\$1.28 million) relating to Baidu Campus that has not yet been placed in service for its intended use is anticipated to be transferred to property, plant and equipment in 2010.

Depreciation expense was RMB170.13 million, RMB259.64 million and RMB285.20 million (US\$41.78 million) for the years ended December 31, 2007, 2008 and 2009, respectively.

7. GOODWILL AND INTANGIBLE ASSETS

In 2009, Baidu Online completed acquisitions of certain intangible assets, including domain name, software, trademark and non-competition agreement, that met the definition of a business acquisition in accordance with ASC subtopic 805-10 ("ASC 805-10"), *Business Combinations Overall* (Pre-Codification SFAS No. 141(R), *Business Combinations*). The acquisitions resulted in the increase of intangible assets and goodwill by RMB7.54 million (US\$1.10 million) and RMB12.61 million (US\$1.85 million), respectively. The acquisitions were insignificant either individually or in the aggregate.

The changes in the carrying amount of goodwill are as follows

	2008 RMB	2009 RMB	2009 US\$
	(In thousands)		
Balance as of January 1	51,093	51,082	7,484
Goodwill acquired	—	12,609	1,847
Foreign currency translation adjustment	(11)	—	—
Balance as of December 31	<u>51,082</u>	<u>63,691</u>	<u>9,331</u>

Intangible assets consist of the following

	As of December 31, 2008		
	Gross Carrying Value RMB	Accumulated Amortization RMB	Net Carrying Value RMB
	(In thousands)		
Land use right	97,611	(3,091)	94,520
Domain names	24,184	(12,724)	11,460
Customer relationships	31,363	(15,234)	16,129
Non-competition agreements	1,022	(703)	319
Software	3,221	(916)	2,305
Contract-based assets	210	(210)	—
Trademark	1,050	—	1,050
	<u>158,661</u>	<u>(32,878)</u>	<u>125,783</u>

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BAIDU, INC.

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	As of December 31, 2009			
	Gross Carrying Value RMB	Accumulated Amortization RMB	Net Carrying Value RMB	Net Carrying Value US\$
	(In thousands)			
Land use right	97,611	(5,043)	92,568	13,561
Domain names	24,185	(14,567)	9,618	1,409
Customer relationships	31,363	(21,165)	10,198	1,494
Non-competition agreements	1,115	(936)	179	26
Software	8,814	(1,616)	7,198	1,055
Contract-based assets	338	(226)	112	16
Trademark	2,777	(55)	2,722	399
	<u>166,203</u>	<u>(43,608)</u>	<u>122,595</u>	<u>17,960</u>

Amortization expense for the years ended December 31, 2007, 2008 and 2009 was RMB10.29 million, RMB12.08 million and RMB10.73 million (US\$1.57 million), respectively. Estimated amortization expense relating to the existing intangible assets with definite lives for the each of next five years is as follows

	RMB	US\$
	(In thousands)	
For the year ending December 31,		
2010	7,865	1,152
2011	5,313	778
2012	2,824	414
2013	1,857	272
2014	535	78

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES, CURRENT

	December 31,		
	2008 RMB	2009 RMB	2009 US\$
	(In thousands)		
Accrued payroll and welfare	61,854	95,412	13,978
Accrued operating expenses	102,843	162,963	23,874
Taxes payable	84,524	147,656	21,632
Distributors' deposits	4,671	3,971	582
Purchase of fixed assets	57,414	144,214	21,127
Traffic acquisition costs	62,497	107,533	15,754
Bandwidth costs	15,680	16,417	2,405
Professional expenses	17,062	19,420	2,845
Other	16,484	52,275	7,658
	<u>423,029</u>	<u>749,861</u>	<u>109,855</u>

The increase in accrued operating expenses resulted primarily from the incentives accrued for advertising agents.

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The increase in purchase of fixed assets was mainly due to the construction of Baidu Campus.

The increase in traffic acquisition costs was primarily due to the growth of revenue contribution from Baidu Union members.

9. INCOME TAXES

The Company is incorporated in the Cayman Islands and conducts its primary business operations through the subsidiaries and VIEs in the PRC and Japan. It also has intermediate holding companies in the British Virgin Islands ("BVI") and Hong Kong. Under the current laws of the Cayman Islands and BVI, the Company is not subject to tax on income or capital gains. Additionally, upon payments of dividends by the Company to its shareholders, no Cayman Islands and BVI withholding tax will be imposed. Under the Hong Kong tax laws, Baidu Hong Kong is exempted from income tax on its foreign-derived income and there are no withholding taxes in Hong Kong on remittance of dividends.

China

Prior to January 1, 2008, the Company's subsidiaries and VIEs were governed by the Income Tax Law of the People's Republic of China concerning Foreign Investment Enterprises (the "FIE") and Foreign Enterprises, and the Enterprise Income Tax ("EIT") laws of the PRC respectively (the "Previous EIT Law"). Under the Previous EIT Law, the Company's PRC subsidiaries and VIEs were generally subjected to enterprise income taxes at a statutory rate of 33% (30% state income tax plus 3% local income tax) while certain preferential tax treatments were granted for qualified businesses. The Company's PRC subsidiaries were entitled to preferential tax rates and special tax holidays.

- Baidu Online, being a foreign invested enterprise, was recognized as a "Technologically Advanced Enterprise" by the Beijing Municipal Bureau of Commerce and thus entitled to a preferential tax rate of 10% from 2006 to 2007.
- Baidu China, being a foreign invested enterprise, has been granted "Software Enterprise" status and thus entitled to a "tax holiday" for a full exemption from EIT from 2006 to 2007, and a 50% tax reduction from 2008 to 2010.
- Baidu Times, being a foreign invested enterprise, had been recognized as a "High and New Technology Enterprise" and thus entitled to a reduced EIT rate of 15% upon expiration of the tax holiday, as well as exemption from local income tax. The tax holiday granted to Baidu Times was for a full exemption from EIT from 2006 to 2008, and a 50% tax reduction (at 7.5%) from 2009 to 2011.

On March 16, 2007, the National People's Congress enacted the Enterprise Income Tax Law ("the New EIT Law"), which became effective on January 1, 2008 and has replaced the previous separate income tax laws for domestic enterprises and FIEs by adopting a unified 25% enterprise income tax rate applicable to all resident enterprises in China, including FIEs and foreign enterprises operating in the PRC, except for certain entities that still enjoyed the tax holidays which were grandfathered by the New EIT Law or that are entitled to tax incentives under the New EIT Law. In accordance with the implementation rules of the New EIT Law, a qualified "High and New Technology Enterprise" ("HNTE") under the New EIT Law is granted the preferential tax rate of 15%. Baidu Online and Baidu Times are recognized as HNTE under the New EIT Law by the relevant authorities and applied the preferential tax rate of 15% upon receiving the HNTE certificates on February 23, 2009. Therefore, Baidu Online enjoys the reduced EIT rate of 15% and Baidu Times is entitled to its remaining tax holiday granted prior to the effectiveness of the New EIT Law. Baidu China, being a foreign invested enterprise located in Pudong, Shanghai, has been granted the "Software Enterprise" status and is thereby entitled to 2-year exemption for years 2006 and 2007 and subsequent 50% tax rate reduction for years 2008 to 2010. According to the relevant tax regulations provided under the New EIT Law, Baidu China, which has been approved as a software company, is

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entitled to the transitional arrangement in relation to tax rate as stipulated in Guofa [2007] No. 39 and enjoys the gradual increase in tax rate from 18% in 2008 to 25% in 2012.

Under the New EIT Law, dividends paid by a FIE to any of its foreign non-resident enterprise investors are subject to a 10% withholding tax, which were exempt under the Previous EIT Law. Thus, the dividends, if and when payable by Baidu Online to Baidu BVI, would be subject to 10% withholding tax. A lower tax rate will be applied if such foreign non-resident enterprise investor's jurisdiction of incorporation has signed a tax treaty or arrangement for the avoidance of double taxation and the prevention of fiscal evasion with respect to taxes on income with China. There is such a tax arrangement between PRC and Hong Kong. Thus, the dividends, if and when payable by Baidu Times and Baidu China to Baidu HK, would be subject to 5% withholding tax rather than statutory rate of 10% provided that Baidu HK meets the requirements stipulated by relevant PRC tax regulations. Furthermore, pursuant to the applicable circular and interpretations of the New EIT Law, dividends from earnings created prior to 2008 but distributed after 2008 are not subject to withholding income tax.

Moreover, the New EIT Law treats enterprises established outside of China with "effective management and control" located in China as PRC resident enterprises for tax purposes. The term "effective management and control" is generally defined as exercising overall management and control over the business, personnel, accounting, properties, etc. of an enterprise. The Company, if considered a PRC resident enterprise for tax purposes, would be subject to the PRC Enterprise Income Tax at the rate of 25% on its worldwide income for the period after January 1, 2008. As of December 31, 2009, the Company has not accrued for PRC tax on such basis. The Company will continue to monitor its tax status.

Japan

Baidu Japan with a paid-in capital in excess of JPY100.00 million is subject to national income tax of 30%. Baidu Japan is also subject to inhabitants tax, assessed by both prefectures and municipalities. Inhabitants tax is computed as a percentage of national income tax. The per capita tax is based on the company's capitalization and the number of employees. In addition, Baidu Japan is subject to a corporate enterprise tax on a pro forma basis based on the amount of taxable profit subject to the corporate tax, added-value components, (e.g. labor costs, net interest and rental payments, income/loss for current year) and a capital component. Baidu Japan has been in a cumulative loss position since its inception.

The Company had minimal operations in jurisdictions other than the PRC and Japan. Income (loss) before income taxes consists of

	For the Years Ended December 31,			
	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
	(In thousands)			
PRC	699,332	1,360,326	1,907,575	279,461
Non-PRC	(83,116)	(196,147)	(224,454)	(32,882)
	<u>616,216</u>	<u>1,164,179</u>	<u>1,683,121</u>	<u>246,579</u>

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The pre-tax losses from non-PRC operations consists primarily of the operating costs, administration expenses, interest income and charges for share-based compensation. Income taxes consist of

	For the Years Ended December 31,			
	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
	(In thousands)			
Current income tax	19,409	129,885	222,778	32,637
Income tax refund due to reduced transitional tax rate	—	—	(13,923)	(2,040)
Reinvestment tax refund	(21,198)	—	—	—
Deferred income tax benefit	(39,691)	(58,553)	(62,308)	(9,128)
Valuation allowance	28,728	44,739	51,470	7,541
	<u>(12,752)</u>	<u>116,071</u>	<u>198,017</u>	<u>29,010</u>

In 2009 the Company received a total tax refund of RMB55.88 million for overpaid income tax of the year 2008, out of which RMB34.40 million was the refund for overpaid income tax attributed to Baidu Online before it obtained the certificate of High and New Technology Enterprise, which provides Baidu Online with the preferential tax rate of 15% from 2008 to 2010. The remaining refund of RMB21.48 million to Baidu China was composed of RMB7.56 million for over-paid income tax of the year 2008 and a tax refund of RMB13.92 million resulting from the reduced transitional tax rate granted to Baidu China, which was credited to income tax expense upon receipt.

The reconciliation of tax computed by applying respective statutory income tax rate to pre-tax income is as follows (Amounts in thousands of Renminbi ("RMB"), and in thousands of U.S. Dollars ("US\$"), except for number of shares and per share data)

	For the Years Ended December 31,			
	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
Expected taxation at PRC EIT statutory rate	203,352	291,045	420,780	61,645
Effect of differing tax rates in different jurisdictions	(1,486)	3,533	5,101	747
Permanent differences — non-taxable income	(1,325)	(2,121)	(6,640)	(973)
Permanent differences — non-deductible expenses	2,410	2,703	9,001	1,319
Tax incentives relating to R&D expenditures	(8,791)	(17,848)	(9,125)	(1,337)
Effect of tax exemption and reduction inside PRC	(214,442)	(205,980)	(258,647)	(37,892)

Reinvestment tax refund	(21,198)	—	—	—
Income tax refund due to reduced transitional tax rate	—	—	(13,923)	(2,040)
Addition to (reversal of) valuation allowance	28,728	44,739	51,470	7,541
Taxation for the year	(12,752)	116,071	198,017	29,010
Effective tax rate	(2.1%)	9.97%	11.76%	11.76%
Basic earnings per Class A and Class B ordinary shares effect of tax exemptions and reductions inside PRC	6.33	6.02	7.48	1.10

The statutory EIT rate was 33% for the year ended December 31, 2007, and 25% for the years ended December 31, 2008 and 2009.

Baidu Online and Baidu China enjoyed an additional tax incentive relating to its research and development expenses. The Company has claimed an additional tax deduction amounting to 50% of the current year's research

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and development expenses. The amount that exceeds the current year's taxable profit would be carried forward for up to the following five years in order to be utilized. In 2007, 2008 and 2009, the Company has no deductible research and development expenses carried forward.

The Company's effective tax rate increased in fiscal year 2009 compared with 2008, primarily due to the fact that Baidu Times had been entitled to tax exemption for year 2008 and was subject to 7.5% tax rate for year 2009. The Company's effective tax rate increased in fiscal year 2008 compared with 2007, primarily due to the fact that Baidu China had been entitled to tax exemption for year 2007 and was subject to 9% tax rate for year 2008. Another factor was due to the cessation of reinvestment credit under the New EIT Law. Prior to the New EIT Law, a foreign investor could apply for a tax refund when it reinvested its share of accumulated profits from an existing FIE to increase the registered capital of the existing FIE. In 2007, Baidu Holdings obtained such a reinvestment tax refund, as it increased the registered capital in Baidu Online by reinvesting the retained earnings of Baidu Online. The preferential tax refund was repealed under the New EIT Law.

The tax effects of temporary differences that give rise to the deferred tax balance at December 31, 2008 and 2009 are as follows

	December 31		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
Provision for doubtful receivables	1,548	2,103	308
Fixed assets	24,984	37,800	5,538
Net operating loss carry-forward	73,357	117,964	17,282
Other	5,695	10,007	1,466
Deferred tax assets	105,584	167,874	24,594
Valuation allowance	(73,467)	(124,918)	(18,300)
Deferred tax assets, net	32,117	42,956	6,294

The Company does not believe that sufficient positive evidence exists to conclude that the recoverability of Baidu Japan and Baidu Hong Kong's net deferred tax assets is more likely than not to be realized. Consequently, the Company has provided full valuation allowances on the related net deferred tax assets.

As of December 31, 2009, the Company had net operating losses of approximately RMB315.00 million (US\$46.00 million) from Baidu Japan, Baidu HK and BaiduPay, which can be carried forward to offset future net profit for income tax purposes. The Japan net operating loss will expire beginning 2015; the PRC net operating loss will expire beginning 2014; and the HK net operating loss can be carried forward without an expiration date.

The Company has evaluated its income tax uncertainty under ASC 740-10. ASC 740-10 clarifies the accounting for uncertainty in income taxes by prescribing the recognition threshold a tax position is required to meet before being recognized in the financial statements. The Company has elected to classify interest and penalties related to an uncertain tax position, if and when required, as part of income tax expense in the consolidated statements of operations. As of December 31, 2009, there is no significant tax uncertainty impact on the Company's financial position and result of operations.

The Company did not provide for deferred income taxes and foreign withholding taxes on the undistributed earnings of foreign subsidiaries and its VIEs as of December 31, 2008 and 2009 on the basis of its intent to permanently reinvest foreign subsidiaries' earnings. If these foreign earnings were to be repatriated in the future, the related tax liability may be reduced by any foreign income taxes previously paid on these earnings. Determination of the amount of unrecognized deferred tax liability related to these earnings is not practicable. In the case of its VIEs, undistributed earnings were insignificant as of each of the balance sheet dates.

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In general, the PRC and Japanese tax authorities have up to five and seven years respectively to conduct examinations of the Company's tax filings. Accordingly, the PRC subsidiaries' tax years 2006-2009 and the Japanese subsidiary's tax years 2006-2009 remain open to examination by the respective taxing jurisdictions.

10. EMPLOYEE DEFINED CONTRIBUTION PLAN

Full time employees of the Group in the PRC participate in a government mandated multi-employer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require that the Group make contributions to the government for these benefits based on certain percentages of the employees' salaries. The Group has no legal obligation for the benefits beyond the required contributions. The total amounts for such employee benefits, which were expensed as incurred, were RMB55.12 million, RMB98.18 million and RMB141.84 million (US\$20.78 million) for the years ended December 31, 2007, 2008 and 2009, respectively.

11. COMMITMENTS AND CONTINGENCIES
Capital commitments

The Company's capital commitments relate primarily to leasehold improvements. Total capital commitments contracted but not yet reflected in the financial statements amounted to RMB40.29 million (US\$5.90 million) at December 31, 2009. All of these capital commitments are to be fulfilled within the next year.

Operating lease commitments

The Company leases facilities in the PRC under non-cancelable operating leases expiring on different dates. Payments under operating leases are expensed on a straight-line basis over the periods of the respective leases. Total rental expense under all operating leases was RMB45.41 million, RMB68.86 million and RMB84.43 million (US\$12.37 million) for the years ended December 31, 2007, 2008 and 2009, respectively.

Future minimum payments under non-cancelable operating leases with initial terms of one-year or more consist of the following at December 31, 2009

	RMB	US\$
	(In thousands)	
2010	216,606	31,733
2011	18,395	2,695
2012	7,923	1,161
2013	7,923	1,161
2014	5,793	848
	256,640	37,598

Litigation

Baidu Netcom, Baidu China and Baidu Online were involved in a number of cases pending in various courts and arbitration as of December 31, 2009. These cases include alleged copyright infringement, unfair competition, and defamation, among others. Adverse results in these lawsuits may include awards of damages and may also result in, or even compel, a change in the Company's business practices, which could result in a loss of revenue or otherwise harm the business of the Company.

As of December 31, 2009, the plaintiffs associated with various cases claimed an aggregate remedy of RMB77.19 million (US\$11.31 million). Although the results of litigation and claims cannot be predicted with

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BAIDU, INC.

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certainly, the Company does not expect that the outcome of the matters referred to above will result in a material adverse effect on its business, consolidated financial position, results of operations or cash flow.

12. ORDINARY SHARES

Upon completion of the company's initial public offering ("IPO") in August 2005, 16,648,877 Class B Ordinary shares were issued upon conversion of all convertible preferred shares. In addition, immediately following the closing of the IPO, the Memorandum and Articles of Association were amended and restated such that the authorized share capital consisted of 870,400,000 ordinary shares at a par value of US\$0.00005 per share, of which 825,000,000 shares were designated as Class A ordinary shares, 35,400,000 as Class B ordinary shares, and 10,000,000 shares designated as preferred shares. The rights of the holders of Class A and Class B ordinary shares are identical, except with respect to voting and conversion rights. Each share of Class A ordinary shares is entitled to one vote per share and is not convertible into Class B ordinary shares under any circumstances. Each share of Class B ordinary shares is entitled to ten votes per share and is convertible into one Class A ordinary share at any time by the holder thereof. Upon any transfer of Class B ordinary shares by the holder thereof to any person or entity that is not an affiliate of such holder, such Class B ordinary shares would be automatically converted into an equal number of Class A ordinary shares. There were 2,133,176, 122,856 and 419,654 Class B ordinary shares transferred to Class A ordinary shares in 2007, 2008 and 2009, respectively.

As of December 31, 2009 there were 26,298,960 and 8,454,332 Class A and Class B ordinary shares outstanding, respectively.

As of December 31, 2008 and 2009, there were no preferred shares issued and outstanding.

On December 16, 2008, a resolution was passed during the 2008 annual general meeting of shareholders authorizing the Company to repurchase its Class A ordinary shares represented by American depositary shares ("ADSs") before the end of 2009. As part of its share repurchase program, the Company entered into two types of share repurchase arrangement with a financial institution as follows

(a) In December 2008 and March 2009, the Company entered into a structured share repurchase program which required the Company to make an upfront cash payment in exchange for the right to receive either the Company's own ordinary shares or cash at the expiration of the agreement, depending on the closing price of the Company's ordinary share at the maturity date. Pursuant to the structured share repurchase program, the Company made upfront payments of US\$10.00 million and US\$20.00 million to the financial institution in December 2008 and March 2009, respectively. The upfront cash payments were recorded in shareholders' equity as a reduction to additional paid-in capital in accordance with ASC subtopic 815-40 ("ASC 815-40"), *Derivatives and Hedging Contracts in Entity's Own Equity* (Pre-Codification EITF Issue No. 00-19, *Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock*). At the maturity dates in March and June 2009, the Company received its upfront cash payments with premium of US\$0.84 million and US\$0.73 million, respectively, from the financial institution. The settlement amounts of US\$10.84 million and US\$20.73 million received by the Company were treated as equity transactions and were credited to additional paid-in capital.

(b) In December 2008 and March 2009, the Company also entered into a preset share repurchase program which engaged the financial institution to act as a broker on behalf of the Company to repurchase ADSs in the open market based on a predetermined quantity and price range. Pursuant to the preset share repurchase program, the Company made an upfront payment of US\$10.00 million and US\$20.00 million to the financial institution in December 2008 and March 2009, respectively, to repurchase up to an aggregate of US\$10.00 million and US\$20.00 million of ADSs during an agreed period. The Company had the right to cancel the preset repurchase program with the financial institution at any time so long as the Company provided a three-day notice to the financial institution. The upfront US\$10 million cash had no restriction otherwise and could have been withdrawn by the Company at any time. The Company repurchased 32,740 ordinary shares from the open

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market during the agreed periods for an aggregate purchase price of US\$3.57 million, including transaction costs of US\$982.00. The repurchased shares were considered cancelled under Cayman Islands law upon repurchase and the difference between the par value and the repurchase price was debited to retained earnings.

13. RETAINED EARNINGS

In accordance with the Regulations on Enterprises with Foreign Investment of China and their articles of association, the Company's PRC subsidiaries, being foreign invested enterprises established in China, are required to provide for certain statutory reserves, namely a general reserve fund, an enterprise expansion fund, a staff welfare fund and a bonus fund, all of which are appropriated from net profit as reported in their PRC statutory accounts. Each of the Company's subsidiaries is required to allocate at least 10% of its after-tax profits to a general reserve fund until such fund has reached 50% of its respective registered capital. Appropriations to the enterprise expansion fund and staff welfare and bonus funds are at the discretion of the board of directors of the Company's subsidiaries.

In accordance with the China Company Laws, the Company's VIEs must make appropriations from their after-tax profits as reported in their PRC statutory accounts to non-distributable reserve funds, namely a statutory surplus fund, a statutory public welfare fund and a discretionary surplus fund. Each of the Company's VIEs is required to allocate at least 10% of its after-tax profits to the statutory surplus fund until such fund has reached 50% of its respective registered capital. Appropriation to the statutory public welfare fund is 5% to 10% of the after-tax profits as reported in the PRC statutory accounts. Effective from January 1, 2006, under the revised China Company Laws, appropriation to the statutory public welfare fund is no longer mandatory. Appropriations to the discretionary surplus fund are made at the discretion of the Company's VIEs.

General reserve and statutory surplus funds are restricted to set-off against losses, expansion of production and operation and increasing registered capital of the respective company. Staff welfare and bonus fund and statutory public welfare funds are restricted to capital expenditures for the collective welfare of employees. The reserves are not allowed to be transferred to the Company in terms of cash dividends, loans or advances, nor are they allowed for distribution except under liquidation.

	December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	(In thousands)		
PRC statutory reserve funds	136,034	187,675	27,495
Unreserved retained earnings	1,843,810	3,252,854	476,546
	<u>1,979,844</u>	<u>3,440,529</u>	<u>504,041</u>

Under PRC laws and regulations, there are restrictions on the Company's PRC subsidiaries and VIEs with respect to transferring certain of their net assets to the Company either in the form of dividends, loans, or advances. Amounts restricted include paid up capital and statutory reserve funds of the Company's PRC subsidiaries and the net assets of VIEs in which the Company has no legal ownership, totaling approximately RMB803.77 million and RMB879.43 million (US\$128.84 million) as of December 31, 2008 and 2009, respectively.

14. SHARE-BASED AWARDS PLAN*Incentive Compensation Plans*

In January 2000, the Company adopted the 2000 Option Plan (the "2000 Plan"). The 2000 Plan provides for the granting of share options and restricted ordinary shares to employees and consultants of the Company. Options granted under the 2000 Plan may be either incentive share options or nonqualified share options. Incentive share options ("ISO") may be granted only to Company employees (including officers and directors who are also employees). Nonqualified share options ("NSO") may be granted to Company employees and consultants. The Company has reserved 5,040,000 ordinary shares for issuance under the 2000 Plan. Under the 2000 Plan, which

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expires in ten years, options granted generally vest 25% after the first year of service and ratably each month over the remaining 36-month period.

Under the 2000 Plan, the employees may exercise their options immediately, if such provisions are set forth in the award agreement, but the Company has a right to repurchase unvested shares at the amount equal to the original purchase price paid by the grantee for each such share. The right to repurchase lapses at the rate of at least twenty percent of the shares subject to the award per year over five years from the date the award is granted (without respect to the date the award was exercised or became exercisable). Such repurchase right is exercisable at any time (i) during the 90-day period following employee termination date, or (ii) during the 90-day period following an exercise of the option that occurs after employee termination date. The contractual term of options granted is generally five years.

In December 2008, the Company amended the 2000 Plan by adding a new section regarding adjustment of exercise price. The exercise price per share subject to an option may be amended or adjusted in the absolute discretion of the 2000 Plan administrator, which is the Board of Directors, and the determination of which shall be final, binding and conclusive. A downward adjustment of the exercise prices shall be effective without the approval of the Company's shareholders or the approval of the affected

grantees.

Starting from February 15, 2006, the Company has granted restricted Class A ordinary shares ("Restricted Shares") of the Company under the 2000 Plan, which generally vest 50% after the first year of service and ratably each month over the remaining 12-month period. Terms for Restricted Shares are the same as share options except that Restricted Shares do not require exercise and generally have a two-year vesting term. The contractual term of Restricted Shares granted is generally five years.

In December 2008, the Company adopted a share incentive plan (the "2008 Plan"). The 2008 Plan provides for the granting of share incentives, which include ISO, restricted shares and any other form of award pursuant to the 2008 Plan, to members of the board, employees and consultants of the Company. However, the Company may grant ISOs only to its employees. The Company has reserved 3,428,777 ordinary shares for issuance under the 2008 Plan, which expires in ten years. The vesting schedule, time and condition to exercise options will be determined by the compensation committee. The term of the options may not exceed ten years from the date of the grant, except that five years is the maximum term of an ISO granted to an employee who holds more than 10% of the voting power of the Company's share capital.

Under the 2008 Plan, the exercise price per share subject to an option may be amended or adjusted at the discretion of the compensation committee, and the determination of which shall be final, binding and conclusive. To the extent not prohibited by applicable laws or exchange rules, a downward adjustment of the exercise prices shall be effective without the approval of the Company's shareholders or the approval of the affected grantees. If the Company grants an ISO to an employee who, at the time of that grant, owns shares representing more than 10% of the voting power of all classes of the Company's share capital, the exercise price cannot be less than 110% of the fair market value of the Company's ordinary shares on the date of that grant.

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The following table summarizes the option activity for the year ended December 31, 2009

Share Option	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (US\$) (In thousands)
Outstanding, December 31, 2008	328,093	US\$72.06	1.95	24,681
Granted	57,739	US\$133.86		
Exercised	(198,296)	US\$30.39		
Forfeited/Cancelled	(31,386)	US\$260.31		
Expired	(1,476)	US\$25.64		
Outstanding, December 31, 2009	154,674	US\$110.80	2.56	46,469
Vested and expected to vest at December 31, 2009	149,441	US\$110.11	2.53	45,000
Exercisable at December 31, 2009	74,996	US\$88.07	1.50	24,236

The aggregate intrinsic value in the table above represents the difference between the Company's closing stock price on the last trading day in 2009 and the exercise price.

Total intrinsic value of options exercised for the three years ended December 31, 2007, 2008 and 2009 was RMB559.59 million, RMB465.25 million and RMB340.13 million (US\$49.83 million), respectively.

As of December 31, 2009, there was RMB36.45 million (US\$5.34 million) unrecognized share-based compensation cost related to share options. That deferred cost is expected to be recognized over a weighted-average vesting period of 2.60 years. To the extent the actual forfeiture rate is different from original estimate, actual share-based compensation costs related to these awards may be different from the expectation.

On February 11 2009, the Company cancelled options previously granted to certain executives with the exercise price significantly higher than the fair market value at that time, and concurrently re-granted the same number of options at the then current fair market value. The vesting of the replacement option starts from the date of grant, and all other terms remain the same as the original option. The cancellation and re-grant was intended to provide incentives for these executives. In accordance with ASC 718-10, the Company accounted for the cancellation of an award accompanied by the concurrent grant of a replacement award as a modification of the terms of the cancelled award. Therefore, incremental compensation cost was measured as the excess of the fair value of the replacement award over the fair value of the cancelled award at the cancellation date. The total compensation cost measured at the date of cancellation and replacement was US\$2.96 million, representing the portion of the grant-date fair value of the original award for which the requisite service is expected to be rendered (or has already been rendered) at that date of US\$2.36 million plus the incremental cost resulting from the cancellation and replacement of US\$0.60 million. The cost is being amortized on a straight-line basis over the vesting term of four years of the replacement option.

Restricted Shares

Restricted shares activity for the year ended December 31, 2009 was as follows

Restricted Shares	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested, December 31, 2008	82,382	US\$210.76
Granted	40,223	US\$214.55
Vested	(71,903)	US\$199.69
Forfeited	(3,008)	US\$211.19
Nonvested, December 31, 2009	47,694	US\$224.34

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As of December 31, 2009, there was RMB53.79 million (US\$7.88 million) unrecognized share-based compensation cost related to restricted shares. That deferred cost will be recognized over a weighted-average vesting period of 1.24 years. To the extent the actual forfeiture rate is different from the original estimate, actual share-based compensation costs related to these awards may be different from the expectation.

The fair value of each option award was estimated on the date of grant using the Black-Scholes Method valuation model. The volatility assumption was estimated based on implied volatility and historical volatility of the Company's share price applying the guidance provided by ASC subtopic 718-10 ("ASC 718-10"), *Compensation-Stock Compensation Overall* (Pre-Codification SAB 107, *Share-Based Payment*). Assumptions about the expected term were based on the vesting and contractual terms and employee demographics. The Company considered the comparable data in 2007 and 2008 because the Company had limited relevant historical information to support the expected exercise behavior of employees who had been granted options as the Company has been a public company only since August 2005. The Company begins to estimate the volatility assumption solely based on its historical information since 2009. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The following table presents the assumptions used to estimate the fair values of the share options granted in the periods presented

	2007	2008	2009
Risk-free interest rate	4.54%–5.03%	1.74%–2.60%	1.18%
Dividend yield	—	—	—
Expected volatility range	63.94%–72.90%	63.52%–70.82%	85.43%
Weighted average expected volatility	68.28%	66.54%	85.43%
Expected life (in years)	1–2.6	1.63–2.64	2.65

In addition, the Company applies an expected forfeiture rate in determining the grant date fair value of the option grants. The estimation of the forfeiture rate was based primarily upon historical experience of employee turnover. To the extent the Company revises this estimate in the future, the share-based payments could be materially impacted in the quarter of revision, as well as in following quarters. During the year ended December 31, 2009, the Company decreased the forfeiture rate for the employee group primarily due to changes in historical employee turnover rates.

The table below summarizes the weighted average fair value and exercise price of share options granted

	2007 US\$	2008 US\$	2009 US\$
Weighted average grant-date fair value of share options granted during the year			
Where exercise price is lower than market price	—	—	—
Where exercise price is equal to market price	57.02	136.97	94.10
Weighted average exercise price of share options granted during the year			

Where exercise price is lower than market price	—	—	—
Where exercise price is equal to market price	131.09	247.05	133.86

The total fair value of shares vested during the year ended December 31, 2007, 2008 and 2009 was RMB14.86 million, RMB37.57 million, RMB201.83 million (US\$29.57 million), respectively.

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Total compensation cost recognized is as follows

	For the Years Ended December 31,			
	2007	2008	2009	2009
	RMB	RMB	RMB	US\$
	(In thousands)			
Cost of revenues	1,717	4,542	6,374	934
Selling, general and administrative	17,371	41,651	38,681	5,667
Research and development	20,760	37,784	41,263	6,045
Share-based compensation cost capitalized as part of internally used software in fixed assets	714	2,706	1,217	178
	<u>40,562</u>	<u>86,683</u>	<u>87,535</u>	<u>12,824</u>

15. RELATED PARTY TRANSACTIONS

Employees who exercise their options with cash will be required to pay individual income tax ("IT") through the Company. As of December 31, 2008, the Company accrued withholding individual income tax for one employee, who is also one of the major shareholders, of RMB10.70 million (US\$1.57 million). The balance was subsequently paid by the employee to the tax authority through the Company in February 2009. No balances were due from any shareholders, officers or directors as of December 31, 2009.

16. SEGMENT REPORTING

In accordance with ASC subtopic 280-10 ("ASC 280-10"), *Segment Reporting Overall* (Pre-Codification SFAS 131, *Disclosures about segments of an Enterprise and Related Information*), the Company's chief operating officer relies upon consolidated results of operations when making decisions about allocating resources and assessing performance of the Company; hence, the Company has only one single operating segment. The Company does not distinguish between markets or segments for the purpose of internal reporting.

The Company's revenue and long-lived assets are primarily derived from and located in the PRC and Japan.

17. FAIR VALUE MEASUREMENT

Effective January 1, 2008, the Group adopted ASC subtopic 820-10 ("ASC 820-10"), *Fair Value Measurements and Disclosures Overall* (Pre-Codification SFAS 157, *Fair Value Measurement*). ASC 820-10 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. Although the adoption of ASC 820-10 did not impact the Group's financial condition, results of operations, or cash flow, ASC 820-10 requires additional disclosures to be provided on fair value measurement.

ASC 820-10 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows

Level 1 — Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets

Level 2 — Include other inputs that are directly or indirectly observable in the marketplace

Level 3 — Unobservable inputs which are supported by little or no market activity

ASC 820-10 describes three main approaches to measuring the fair value of assets and liabilities (1) market approach; (2) income approach and (3) cost approach. The market approach uses prices and other relevant information generated from market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present value amount. The measurement is

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based on the value indicated by current market expectations about those future amounts. The cost approach is based on the amount that would currently be required to replace an asset.

In accordance with ASC 820-10, the Company measures cash equivalents and short-term investments at fair value. Cash equivalents are classified within Level 1 or Level 2. This is because cash equivalents are valued using either quoted market prices or discounted cash flow model with market interest rates as discount curve. The Company's short-term investments were classified as held-to-maturity securities and stated at amortized cost. The fair value of short-term investments was determined based on discounted cash flow model with market interest rates as discount curve.

Assets measured at fair value on a recurring basis are summarized below (in thousands)

Description	Fair Value Measurement at Reporting Date Using				
	Total Fair Value at December 31, 2009		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(RMB)	(US\$)	(RMB)	(RMB)	(RMB)
Cash equivalents					
Time deposits	1,658,678	242,998	1,658,678	—	—
Money market fund	234,782	34,396	234,782	—	—
Short-term Investments					
Fixed-rate investments	381,503	55,890	—	381,503	—
Total	<u>2,274,963</u>	<u>333,284</u>	<u>1,893,460</u>	<u>381,503</u>	<u>—</u>

18. SUBSEQUENT EVENTS (UNAUDITED)

On September 28, 2008, the Company entered into agreements with UfTV, a third-party operator of an Internet television platform in China, pursuant to which UfTV would operate the Baidu Internet TV Channel host on the Company's website at movie.baidu.com. The agreements were terminated in December 2009. In February 2010, the Company and Providence Equity Partners, a private equity firm, signed an agreement, pursuant to which Providence Equity Partners invested US\$50.00 million in March 2010 to subscribe for convertible redeemable preferred shares of Ding Xin, Inc., a Cayman Islands company newly established by the Company. Ding Xin, Inc. and entities under its control will operate the Baidu Internet TV channel and develop an advertising supported online video business.

On January 18, 2010, the Company entered into certain agreements with Ku6 Holding Limited ("Ku6") and Hurray! Holding Co., Ltd. ("Hurray!"). Pursuant to the agreements, Baidu agreed to exchange 8,641,975 Series A preferred shares of Ku6, which is all of Ku6 shares held by the Company, into 12,561,924 ordinary shares of Hurray!. The Series A preferred shares of Ku6 were obtained on December 12, 2006 by providing online market services and the related investment had been fully impaired during 2008. The acquired ordinary shares of Hurray! are subject to a lock-up period of 180 days during which the Company could not offer, pledge, sell, contract to sell or enter into any swap or other arrangement to transfer, in whole or in part of the shares to others.

On January 27, 2010, the Company signed an agreement with Rakuten, Inc. ("Rakuten"), the largest e-commerce website in Japan, to establish a joint venture to build a B2B2C online shopping mall for Chinese Internet users. B2B2C refers to an online marketplace that links and provides value-added services to both business to business and business to consumer. The online mall will provide customers with high-quality merchandise from well-known Chinese and foreign brands as well as small and medium sized enterprises at competitive prices. According to the agreement, Rakuten will own 51% and Baidu will own 49% of the new joint venture.

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