

Concord Medical Services Holdings Ltd

Form SC 13G

February 11, 2010

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules § 240.13d-1(b), (c)  
and (d) and Amendments Thereto Filed Pursuant To Rule § 240.13d-2.

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

Concord Medical Services Holdings Limited  
(Name of Issuer)

Ordinary Shares, par value US\$0.0001 per share  
(Title of Class of Securities)

206277 1051  
(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)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

[Continued on following pages]

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1 This CUSIP number applies to the Issuer's American Depositary Shares, each representing three Ordinary Shares.

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1 NAME OF REPORTING PERSON  
CAGP Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

|               |   |                          |
|---------------|---|--------------------------|
| NUMBER OF     | 5 | SOLE VOTING POWER        |
| SHARES        |   | 0                        |
| BENEFICIALLY  | 6 | SHARED VOTING POWER      |
| OWNED BY EACH |   | 26,172,700               |
| REPORTING     | 7 | SOLE DISPOSITIVE POWER   |
| PERSON        |   | 0                        |
| WITH          | 8 | SHARED DISPOSITIVE POWER |
|               |   | 26,172,700               |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
26,172,700

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
17.7%

12 TYPE OF REPORTING PERSON  
CO

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1 NAME OF REPORTING PERSON  
 CAGP General Partner, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [ ]  
 (b)  [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|               |   |                          |
|---------------|---|--------------------------|
| NUMBER OF     | 5 | SOLE VOTING POWER        |
| SHARES        |   | 0                        |
| BENEFICIALLY  | 6 | SHARED VOTING POWER      |
| OWNED BY EACH |   | 26,172,700               |
| REPORTING     | 7 | SOLE DISPOSITIVE POWER   |
| PERSON        |   | 0                        |
| WITH          | 8 | SHARED DISPOSITIVE POWER |
|               |   | 26,172,700               |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 26,172,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN  
 SHARES  [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 17.7%

12 TYPE OF REPORTING PERSON  
 PN

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1 NAME OF REPORTING PERSON  
 Carlyle Asia Growth Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [ ]  
 (b)  [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|               |   |                          |
|---------------|---|--------------------------|
| NUMBER OF     | 5 | SOLE VOTING POWER        |
| SHARES        |   | 0                        |
| BENEFICIALLY  | 6 | SHARED VOTING POWER      |
| OWNED BY EACH |   | 25,169,000               |
| REPORTING     | 7 | SOLE DISPOSITIVE POWER   |
| PERSON        |   | 0                        |
| WITH          | 8 | SHARED DISPOSITIVE POWER |
|               |   | 25,169,000               |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 25,169,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN  
 SHARES  [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 17.1%

12 TYPE OF REPORTING PERSON  
 PN

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1 NAME OF REPORTING PERSON  
 CAGP III Co-Investment, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [ ]  
 (b)  [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

|               |   |                          |
|---------------|---|--------------------------|
| NUMBER OF     | 5 | SOLE VOTING POWER        |
| SHARES        |   | 0                        |
| BENEFICIALLY  | 6 | SHARED VOTING POWER      |
| OWNED BY EACH |   | 1,003,700                |
| REPORTING     | 7 | SOLE DISPOSITIVE POWER   |
| PERSON        |   | 0                        |
| WITH          | 8 | SHARED DISPOSITIVE POWER |
|               |   | 1,003,700                |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 1,003,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN  
 SHARES  [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 0.7%

12 TYPE OF REPORTING PERSON  
 PN

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ITEM 1(a). NAME OF ISSUER:

Concord Medical Services Holdings Limited (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

18/F, Tower A, Global Trade Center  
36 North Third Ring Road East  
Dongcheng District, Beijing 100013  
The People's Republic of China

ITEM 2(a). NAME OF PERSONS FILING:

CAGP Ltd.  
CAGP General Partner, L.P.  
Carlyle Asia Growth Partners III, L.P.  
CAGP III Co-Investment, L.P.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

For CAGP Ltd.:

Walker House, 87 Mary Street, George Town,  
Grand Cayman KY1-9002, Cayman Islands

For CAGP General Partner, L.P.:

Walker House, 87 Mary Street, George Town,  
Grand Cayman KY1-9002, Cayman Islands

For Carlyle Asia Growth Partners III, L.P.:

Walker House, 87 Mary Street, George Town,  
Grand Cayman KY1-9002, Cayman Islands

For CAGP III Co-Investment, L.P.:

Walker House, 87 Mary Street, George Town,  
Grand Cayman KY1-9002, Cayman Islands

ITEM 2(c). CITIZENSHIP:

CAGP Ltd. – Cayman Islands  
CAGP General Partner, L.P. – Cayman Islands  
Carlyle Asia Growth Partners III, L.P. – Cayman Islands  
CAGP III Co-Investment, L.P. – Cayman Islands

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Shares, par value US\$0.0001 per share





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ITEM 2(e). CUSIP NUMBER:

206277 105

ITEM 3. STATEMENT FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b) or (c):

Not applicable.

ITEM 4. OWNERSHIP.

The following information with respect to the ownership of the Ordinary Shares of the Issuer by the person filing this statement is provided as of December 31, 2009. The percentage amount is based on 147,455,500 Ordinary Shares outstanding as of December 31, 2009, as derived from the Issuer's corporate records.

| Reporting Person                          | Amount<br>beneficially<br>owned: | Percent of<br>class: | Number of shares as to which the person has:          |   |  |   |
|---|----------------------------------|----------------------|---|---|--|---|
|   |                                  |                      | Sole<br>power to<br>vote or<br>to direct<br>the vote: | Shared<br>power to<br>vote or to<br>direct<br>the vote: | Sole<br>power to<br>dispose or<br>to direct<br>the<br>disposition<br>of: | Shared<br>power to<br>dispose or<br>to direct the<br>disposition<br>of: |
| CAGP Ltd.                                 | 26,172,700                       | 17.7 %               | 0   | 26,172,700  | 0  | 26,172,700  |
| CAGP General Partner, L.P.                | 26,172,700                       | 17.7 %               | 0   | 26,172,700  | 0  | 26,172,700  |
| Carlyle Asia Growth Partners<br>III, L.P. | 25,169,000                       | 17.1 %               | 0   | 25,169,000  | 0  | 25,169,000  |
| CAGP III Co-Investment, L.P.              | 1,003,700                        | 0.7 %                | 0   | 1,003,700   | 0  | 1,003,700   |

Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. together hold in aggregate a total of 26,172,700 Ordinary Shares of the Issuer. The general partner of each of Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P. is CAGP General Partner, L.P., which is in turn managed by its general partner, CAGP Ltd. CAGP General Partner, L.P. and CAGP Ltd. may be deemed to be beneficial owners of the 26,172,700 Ordinary Shares of the Issuer held by Carlyle Asia Growth Partners III, L.P. and CAGP III Co-Investment, L.P.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If 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 5 percent of the class of securities, check the following: [ ]

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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.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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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.

Dated: February 11, 2010

CAGP Ltd.

By: /s/ Curtis L. Buser

Name: Curtis L. Buser

Title: Director

CAGP General Partner, L.P.

By: /s/ Curtis L. Buser

Name: Curtis L. Buser

Title: Director

Carlyle Asia Growth Partners III, L.P.

By: /s/ Curtis L. Buser

Name: Curtis L. Buser

Title: Director

CAGP III Co-Investment, L.P.

By: /s/ Curtis L. Buser

Name: Curtis L. Buser

Title: Director