

MSPEA AGRICULTURE HOLDING LTD

Form 4

July 08, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORGAN STANLEY**

(Last) (First) (Middle)

1585 BROADWAY,

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Yongye International, Inc. [YONG]

3. Date of Earliest Transaction  
(Month/Day/Year)

07/03/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☒ Other (specify below)

See Explanation of Responses

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/03/2014		J(1)(2)		2,128,043	D	\$ 0 0
						I	See footnotes (3) (4) (5) (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
Series A Convertible Preferred Stock, par value \$0.001	\$ 0	07/03/2014		J(1)(2)	6,505,113	(1)(2) (1)(2)	Common stock 6,505,113

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MS HOLDINGS INC 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III, INC. 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C. 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III LP 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III LP 1585 BROADWAY NEW YORK, NY 10036	X	X		See Explanation of Responses
MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005	X	X		See Explanation of Responses
	X	X		

MSPEA AGRICULTURE HOLDING LTD  
C/O WALKERS CORPORATE SERVICES LIMITED  
WALKER HOUSE, 87 MARY STREET  
GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

See Explanation of  
Responses

## Signatures

MORGAN STANLEY, By: /s/ Christina Huffman, Authorized Signatory	07/07/2014
__Signature of Reporting Person	Date
MS HOLDINGS INCORPORATED, By: /s/ Christina Huffman, Vice President	07/07/2014
__Signature of Reporting Person	Date
MORGAN STANLEY PRIVATE EQUITY ASIA III, INC., By: /s/ Samantha Jennifer Cooper, Vice President	07/07/2014
__Signature of Reporting Person	Date
MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C., By: /s/ Morgan Stanley Private Equity Asia III, Inc., its managing member, By: /s/ Samantha Jennifer Cooper, Vice President	07/07/2014
__Signature of Reporting Person	Date
MORGAN STANLEY PRIVATE EQUITY ASIA III, L.P., By: /s/ Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley Private Equity Asia III, Inc., its managing member, By: /s/ Samantha Jennifer Cooper, Vice President	07/07/2014
__Signature of Reporting Person	Date
MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III, L.P., By: /s/ Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley Private Equity Asia III, Inc., its managing member, By: /s/ Samantha Jennifer Cooper, VP	07/07/2014
__Signature of Reporting Person	Date
MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD, By: /s/ Samantha Jennifer Cooper, Sole Director	07/07/2014
__Signature of Reporting Person	Date
MSPEA AGRICULTURE HOLDING LIMITED, By: /s/ Samantha Jennifer Cooper, Director	07/07/2014
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On July 3, 2014, New York time, Yongye International, Inc. (the "Issuer") completed the merger pursuant to that certain Agreement and Plan of Merger dated as of September 23, 2013, and amended by that certain Amendment No. 1 to the Agreement and Plan of Merger, dated as of April 9, 2014 (the "Merger Agreement"), by and among the Issuer, Full Alliance International Limited, a British Virgin Islands company ("Holdco"), Yongye International Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands ("Parent"), Yongye International Merger Sub Limited, a Nevada corporation and a wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent.
- (1) Islands company ("Holdco"), Yongye International Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands ("Parent"), Yongye International Merger Sub Limited, a Nevada corporation and a wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent.
  - (2) In connection with the Merger, MSPEA Agriculture Holding Limited, a Cayman Islands limited liability company ("MSPEA") contributed 2,128,043 shares of the Issuer's Common Stock and 6,505,113 shares of the Issuer's Series A Convertible Preferred Stock to Parent prior to the consummation of the Merger pursuant to that certain contribution agreement by and among MSPEA, Holdco, Parent

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and certain stockholders of the Issuer party thereto.

- (3) This form is filed by (i) Morgan Stanley, a Delaware corporation ("MS Parent"), (ii) MS Holdings Incorporated, a Delaware corporation ("MS Holdings"), (iii) Morgan Stanley Private Equity Asia III, Inc., a Delaware corporation ("MS Inc"), (iv) Morgan Stanley Private Equity Asia III, L.L.C., a Delaware limited liability company ("MS LLC"), (v) Morgan Stanley Private Equity Asia III, L.P., a Cayman Islands limited partnership ("MS LP"), (vi) Morgan Stanley Private Equity Asia Employee Investors III, L.P., a Cayman Islands limited partnership ("MS Employee"), (vii) Morgan Stanley Private Equity Asia III Holdings (Cayman) Ltd, a Cayman Islands limited liability company ("MSPEA Holdings") and (viii) MSPEA (collectively, the "Reporting Persons"). (cont'd in FN4)

- (4) (cont'd from FN3) MS Holdings is a wholly owned subsidiary of MS Parent. MS Inc is a wholly owned subsidiary of MS Holdings and is the managing member of MS LLC. MS LLC is the general partner of both MS LP and MS Employee. MS LP holds 92.13% of MSPEA Holdings and MS Employee holds 7.87% of MSPEA Holdings. MSPEA Holdings owns 100% of MSPEA.

- (5) MSPEA was the record holder of 6,505,113 shares of Series A Convertible Preferred Stock of the Issuer and 2,128,043 shares of Common Stock of the Issuer (collectively, the "Shares"). MS Parent may be deemed to beneficially own Shares beneficially owned by operating units (collectively, the "MS Reporting Units") of MS Parent, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998). (cont'd in FN6)

- (6) (cont'd from FN5) Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any such Shares for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose, and each of the Reporting Persons expressly disclaims the beneficial ownership thereof except to the extent of its pecuniary interest therein, if any. MSPEA's nominee to the Issuer's board of directors, Mr. Homer Sun, became one of the Issuer's directors on June 9, 2011 and was reappointed on June 8, 2012. By virtue of Mr. Homer Sun being one of the Issuer's directors, each of the Reporting Persons is a director by deputization.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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