

21Vianet Group, Inc.
Form SC 13G
February 13, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

21Vianet Group, Inc.
(Name of Issuer)

Class A Ordinary Shares, \$0.00001 par value per share
(Title of Class of Securities)

90138A103
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Edgar Filing: 21Vianet Group, Inc. - Form SC 13G

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).

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems International B.V. (CSIBV)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (1)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (1)*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,713,822 (1)*

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.0%**

12 TYPE OF REPORTING PERSON

CO

- (1) Shared with the other Reporting Persons (defined below) solely by virtue of the fact that CSIBV, the record holder of these shares, is a direct wholly owned subsidiary of Cisco Systems Netherlands Holdings B.V. and an indirect wholly owned subsidiary of each other Reporting Person.
- * Represents 5,313,820 Class B Ordinary Shares of the Issuer and 66,667 American Depositary Shares (**ADS**). Each Class B Ordinary Share is convertible at any time into one Class A Ordinary Share without further consideration and each ADS represents six Class A Ordinary Shares at any time without further consideration.
- ** Based on (i) 89,700,000 of the Issuer's Class A Ordinary Shares outstanding and (ii) 244,515,330 of the Issuer's Class B Ordinary Shares outstanding. Issuer's Class A Ordinary Shares outstanding and Class B Ordinary Shares outstanding are each set forth in the Issuer's Prospectus, filed with the the Securities and Exchange Commission (the Commission) on April 21, 2011 (after giving effect to the full exercise of the over-allotment option decribed therein as announced by the Issuer on April 28, 2011).

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems Netherlands Holdings B.V. (CSNH)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,713,822 (2)*

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

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6.0%**

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems International SARL (CSI)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems (Bermuda) Ltd (CSBL)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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5,713,822 (2)*

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6.0%**

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems International Holdings Ltd. (CSIHL)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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5,713,822 (2)*

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6.0%**

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems Global Holdings Ltd. (CSGHL)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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5,713,822 (2)*

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6.0%**

12 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Worldwide Holdings Ltd. (CWHL)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Technology, Inc. (CTI)

I.R.S. Identification No. 77-0462351

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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5,713,822 (2)*

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6.0%**

12 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Cisco Systems, Inc. (Cisco)

I.R.S. Identification No. 77-0059951

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

5,713,822 (2)*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

5,713,822 (2)*

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6.0%**

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Item 1(a) Name of Issuer:

21Vianet Group, Inc.

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

M5 1 Jiuxianqiao East Road, Chaoyang District, Beijing 100016, People's Republic of China

Item 2(a) Name of Person Filing:

- (i) Cisco Systems International BV (*CSIBV*);
- (ii) Cisco Systems Netherlands Holdings B.V. (*CSNH*);
- (iii) Cisco Systems International SARL (*CSI*);
- (iv) Cisco Systems (Bermuda) Ltd (*CSBL*);
- (v) Cisco Systems International Holdings Ltd. (*CSIHL*);
- (vi) Cisco Systems Global Holdings Ltd. (*CSGHL*);
- (vii) Cisco Worldwide Holdings Ltd. (*CWHL*);
- (viii) Cisco Technology, Inc. (*CTI*);
- (ix) Cisco Systems, Inc. (*Cisco*).

Each of the entities (i) through (ix) above is a **Reporting Person** and collectively, the **Reporting Persons**.

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

- (i) Haarlerbergpark, Haarlerbergweg 13-19, 1101 CH, Amsterdam, Netherlands
- (ii) Haarlerbergpark, Haarlerbergweg 13-19, 1101 CH, Amsterdam, Netherlands
- (iii) Avenue des Uttins 5, Rolle, Vaud, 1180 Switzerland
- (iv) Avenue des Uttins 5, Rolle, Vaud, 1180 Switzerland
- (v) Avenue des Uttins 5, Rolle, Vaud, 1180 Switzerland
- (vi) Avenue des Uttins 5, Rolle, Vaud, 1180 Switzerland
- (vii) Avenue des Uttins 5, Rolle, Vaud, 1180 Switzerland
- (viii) 170 West Tasman Drive, San Jose, California 95134
- (ix) 170 West Tasman Drive, San Jose, California 95134

Item 2(c) Citizenship:

- (i) Netherlands
- (ii) Netherlands
- (iii) Switzerland
- (iv) Bermuda
- (v) Bermuda
- (vi) Bermuda

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- (vii) Bermuda
- (viii) State of California
- (ix) State of California

Item 2(d) Title of Class of Securities:

Class A Ordinary Shares, \$0.00001 par value per share

Item 2(e) CUSIP Number:

90138A103

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 (15 U.S.C. 78o)
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (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 associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Not applicable.

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Item 4. Ownership

- (a) Amount Beneficially Owned: 5,713,822 shares*
- (b) Percent of Class: 6.0%**
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0.
 - (ii) Shared power to vote or direct the vote: 5,713,822 shares.^{1*}
 - (iii) Sole power to dispose or to direct the disposition of: 0.
 - (iv) Shared power to dispose or to direct the disposition of: 5,713,822 shares.^{1*}

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 or more than five percent of the class of securities, check the following box: "

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

¹ Shared with the other Reporting Persons solely by virtue of the fact that CSIBV is a direct wholly owned subsidiary of CSNH and an indirect wholly owned subsidiary of each other Reporting Person.

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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 13, 2012

CISCO SYSTEMS INTERNATIONAL BV

By: /s/ Coks Stoffer
Name: Coks Stoffer
Title: Director

Dated: February 13, 2012

CISCO SYSTEMS NETHERLANDS HOLDINGS B.V.

By: /s/ Coks Stoffer
Name: Coks Stoffer
Title: Director

Dated: February 13, 2012

CISCO SYSTEMS INTERNATIONAL SARL

By: /s/ Petra Lindner
Name: Petra Lindner
Title: Director

By: /s/ Jean-Marc Servat
Name: Jean-Marc Servat
Title: Director

Dated: February 13, 2012

CISCO SYSTEMS (BERMUDA) LTD

By: /s/ Petra Lindner
Name: Petra Lindner
Title: Director

By: /s/ Jean-Marc Servat
Name: Jean-Marc Servat
Title: Director

Dated: February 13, 2012

CISCO SYSTEMS INTERNATIONAL HOLDINGS LTD.

By: /s/ Petra Lindner
Name: Petra Lindner
Title: Director

By: /s/ Jean-Marc Servat
Name: Jean-Marc Servat

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Title: Director

Dated: February 13, 2012

CISCO SYSTEMS GLOBAL HOLDINGS LTD.

By: /s/ Petra Lindner

Name: Petra Lindner

Title: Director

By: /s/ Jean-Marc Servat

Name: Jean-Marc Servat

Title: Director

CUSIP No. 02322P101

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Dated: February 13, 2012

CISCO WORLDWIDE HOLDINGS LTD.

By: /s/ Petra Lindner
Name: Petra Lindner
Title: Director

By: /s/ Jean-Marc Servat
Name: Jean-Marc Servat
Title: Director

Dated: February 13, 2012

CISCO TECHNOLOGY, INC.

By: /s/ Evan Sloves
Name: Evan Sloves
Title: President

Dated: February 13, 2012

CISCO SYSTEMS, INC.

By: /s/ Prat Bhatt
Name: Prat Bhatt
Title: Vice President, Corporate Controller and Principal Accounting Officer

EXHIBIT INDEX

Exhibit	Title
A	Joint Filing Agreement dated February 13, 2012 among the reporting persons.