

Xinyuan Real Estate Co., Ltd.
Form SC 13D/A
November 24, 2014

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
[Rule 13d-101]

(Amendment No. 2)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Xinyuan Real Estate Co., Ltd.
(Name of Issuer)

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

98417P105**
(CUSIP Number)

Ronald Cami
Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 21, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

* 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*).

** This CUSIP number pertains to the Issuer's American Depositary Shares, each representing two Common Shares.

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| | |
|----------------------------|--|
| NAMES OF REPORTING PERSONS | |
| 1 | TPG Group Holdings (SBS) Advisors, Inc. |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2 | (see instructions) |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS (see instructions) |
| | OO (See Item 3) |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| | SOLE VOTING POWER |
| 7 | |
| | -0- SHARED VOTING POWER |
| 8 | NUMBER OF SHARES |
| | 12,000,000 (See Items 3, 4 and 5)* |
| 9 | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE DISPOSITIVE POWER |

-0-
SHARED
DISPOSITIVE
POWER

10

12,000,000
(See Items 3, 4
and 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

12,000,000 (See Items 3, 4
and 5)*

CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)

12

EXCLUDES
CERTAIN
SHARES (see
instructions)

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

13

7.6% (See Item 5)**

TYPE OF REPORTING
PERSON

14

CO

Excludes Common Shares (as defined below) beneficially owned by the Chairman (as defined below) and his
* affiliates that, as further described in Item 4, the Reporting Persons (as defined below) may be deemed to
* beneficially own pursuant to the Chairman Letter Agreement (as defined below). Each Reporting Person disclaims
beneficial ownership of any Common Shares beneficially owned by the Chairman or his affiliates.

The calculation is based on a total of 158,807,616 Common Shares outstanding as of March 31, 2014 as reported in
** the Issuer's Annual Report on Form 20-F filed with the Securities and Exchange Commission (the "Commission") on
April 25, 2014.

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1 NAMES OF REPORTING PERSONS

David Bonderman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

7 SOLE VOTING POWER

-0- SHARED VOTING POWER

8 12,000,000
(See Items 3, 4 and 5)*

NUMBER OF SHARES

9 SOLE DISPOSITIVE POWER

BENEFICIALLY OWNED BY EACH REPORTING

-0-

PERSON WITH

SHARED
DISPOSITIVE
POWER

10

12,000,000
(See Items 3, 4
and 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

12,000,000 (See Items 3, 4
and 5)*

CHECK BOX IF
THE
AGGREGATE
AMOUNT IN

12

ROW (11)
EXCLUDES
CERTAIN
SHARES (see
instructions)

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

13

7.6% (See Item 5)**

TYPE OF REPORTING
PERSON

14

IN

Excludes Common Shares beneficially owned by the Chairman and his affiliates that, as further described in Item 4,
* the Reporting Persons may be deemed to beneficially own pursuant to the Chairman Letter Agreement. Each
Reporting Person disclaims beneficial ownership of any Common Shares beneficially owned by the Chairman or his
affiliates.

** The calculation is based on a total of 158,807,616 Common Shares outstanding as of March 31, 2014 as reported in
the Issuer's Annual Report on Form 20-F filed with the Commission on April 25, 2014.

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1 NAMES OF REPORTING PERSONS

James G. Coulter

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

7 SOLE VOTING POWER

-0- SHARED VOTING POWER

8 12,000,000
(See Items 3, 4 and 5)*

NUMBER OF SHARES

9 SOLE DISPOSITIVE POWER

BENEFICIALLY OWNED BY EACH REPORTING

-0-

PERSON WITH

SHARED
DISPOSITIVE
POWER

10

12,000,000
(See Items 3, 4
and 5)

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

12,000,000 (See Items 3, 4
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CHECK BOX IF
THE
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12

ROW (11)
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CERTAIN
SHARES (see
instructions)

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

13

7.6% (See Item 5)**

TYPE OF REPORTING
PERSON

14

IN

Excludes Common Shares beneficially owned by the Chairman and his affiliates that, as further described in Item 4,
* the Reporting Persons may be deemed to beneficially own pursuant to the Chairman Letter Agreement. Each
Reporting Person disclaims beneficial ownership of any Common Shares beneficially owned by the Chairman or his
affiliates.

** The calculation is based on a total of 158,807,616 Common Shares outstanding as of March 31, 2014 as reported in
the Issuer's Annual Report on Form 20-F filed with the Commission on April 25, 2014.

This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on September 30, 2013, as amended and supplemented by Amendment No. 1 filed on November 10, 2014 (as so amended, the "Original Schedule 13D") and, as amended and supplemented by this Amendment, the "Schedule 13D") with respect to the Common Shares. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 4. Purpose of Transaction

This Amendment supplements Item 4 of the Original Schedule 13D by inserting the following after the second paragraph under the heading "**Convertible Note**":

"On November 21, 2014, the Issuer redeemed the Convertible Note pursuant to the terms of the Redemption Agreement."

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the second and third paragraphs of Item 5 of the Original Schedule 13D in their entirety as set forth below:

"(a)–(b) The following disclosure (i) assumes that there are a total of 158,807,616 Common Shares outstanding as of March 31, 2014 as reported in the Issuer's Annual Report on Form 20-F filed with the Commission on April 25, 2014, and (ii) excludes Common Shares that may be issued to the Chairman or his affiliates upon the exercise of stock options.

Pursuant to Rule 13d-3 under the Exchange Act, the Reporting Persons may be deemed to beneficially own 12,000,000 Common Shares, which constitutes approximately 7.6% of the outstanding Common Shares. The total excludes Common Shares beneficially owned by the Chairman and his affiliates that, as further described in Item 4, the Reporting Persons may be deemed to beneficially own pursuant to the Chairman Letter Agreement. Each Reporting Person disclaims beneficial ownership of any Common Shares beneficially owned by the Chairman or his affiliates."

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: November 24, 2014

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Ronald Cami

Name: Ronald Cami

Title: Vice President

David Bonderman

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of David Bonderman (1)

James G. Coulter

By: /s/ Ronald Cami

Name: Ronald Cami on behalf of James G. Coulter (2)

Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July (1) 1, 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Bonderman on August 14, 2013 (SEC File No. 005-83906).

Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, (2) 2013, which was previously filed with the Commission as an exhibit to a Schedule 13D filed by Mr. Coulter on August 14, 2013 (SEC File No. 005-83906).

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INDEX TO EXHIBITS

- Exhibit 1 Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011 (previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011).
- Exhibit 2 Securities Purchase Agreement, dated August 26, 2013, by and among Xinyuan Real Estate Co., Ltd., the guarantors listed on Schedule 1 thereto and TPG Asia VI SF Pte., Ltd. (incorporated by reference to Exhibit 99.2 to the Issuer's Report on Form 6-K filed by the Issuer with the Commission on September 19, 2013).
- Exhibit 3 Senior Secured Convertible Note, dated September 19, 2013, in an aggregate principal amount of \$75,761,009 (incorporated by reference to Exhibit 99.3 to the Issuer's Report on Form 6-K filed by the Issuer with the Commission on September 19, 2013).
- Exhibit 4 Letter Agreement, dated as of September 19, 2013, by and between Mr. Zhang Yong and TPG Asia VI SF Pte., Ltd. (incorporated by reference to Exhibit 99.6 to the Issuer's Report on Form 6-K filed by the Issuer with the Commission on September 19, 2013).
- Exhibit 5 Registration Rights Agreement, dated September 19, 2013, by and between Xinyuan Real Estate Co., Ltd. and TPG Asia VI SF Pte., Ltd. (incorporated by reference to Exhibit 99.4 to the Issuer's Report on Form 6-K filed by the Issuer with the Commission on September 19, 2013).
- Exhibit 6 Notes Redemption Agreement, dated as of November 7, 2014, by and between Xinyuan Real Estate Co., Ltd. and TPG Asia VI SF Pte, Ltd. (incorporated by reference to Exhibit 99.1 to the Issuer's Report on Form 6-K filed by the Issuer with the Commission on November 10, 2014).

