

Tuniu Corp
Form SC 13D/A
January 27, 2016

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (a) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (a)

(Amendment No. 3)

Tuniu Corporation

(Name of Issuer)

American Depositary Shares (ADS), each representing

Three Class A Ordinary Shares, par value \$0.0001 per share

(Title of Class of Securities)

89977P106

(CUSIP Number)

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André Levi

c/o DCM

2420 Sand Hill Road, Suite 200

Menlo Park, CA 94025

(650) 233-1400

COPY TO:

Christine Wichrowski, Esq.

c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

1200 Seaport Boulevard, Redwood City, California 94063

(650) 321-2400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 21, 2016

(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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "X".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 the cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purposes 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)

CUSIP NO. 89977P106 13DPage 2 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM V, L.P. ("DCM V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SOLE VOTING POWER

SHARES

22,881,096 Class A ordinary shares ("shares") (represented by 7,627,032 American Depositary

BENEFICIALLY

Shares ("ADSs")), except that DCM Investment Management V, L.P. ("GP V"), the general partner

OWNED BY EACH

5 of DCM V, and DCM International V, Ltd. ("UGP V"), the general partner of GP V, may be

REPORTING

deemed to have sole power to vote these shares, and K. David Chao ("Chao"), Peter W. Moran

PERSON

("Moran") and Thomas Blaisdell ("Blaisdell"), the directors of UGP V, may be deemed to have

WITH

shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

22,881,096 Class A ordinary shares (represented by 7,627,032 ADSs), except that GP V, the

7 general partner of DCM V, and UGP V, the general partner of GP V, may be deemed to have

sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V,

may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

22,881,096

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

8.6%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 89977P106 13DPage 3 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Affiliates Fund V, L.P. ("Aff V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 558,324 Class A ordinary shares (represented by 186,108 ADSs), except that GP V, the general partner of Aff V, and UGP V, the general partner of GP V, may be deemed to have sole power to vote these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

558,324 Class A ordinary shares (represented by 186,108 ADSs), except that GP V, the general partner of Aff V, and UGP V, the general partner of GP V, may be deemed to have sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

9

REPORTING PERSON

558,324

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.2%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 89977P106 13DPage 4 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Investment Management V, L.P. ("GP V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH 5

REPORTING

PERSON

WITH

SOLE VOTING POWER

23,439,420 Class A ordinary shares (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. GP V, the general partner of DCM V and Aff V, may be deemed to have sole power to vote these shares, except that UGP V, the general partner of GP V, may be deemed to have sole power to vote these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

23,439,420 Class A ordinary shares (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. GP V, the general partner of DCM V and Aff V, may be deemed to have sole power to dispose of these shares, except that UGP V, the general partner of GP V, may be deemed to have sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,439,420

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

8.8%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 89977P106 13DPage 5 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM International V, Ltd. ("UGP V")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARESBENEFICIALLY
OWNED BY EACH 5
REPORTING
PERSON
WITH

SOLE VOTING POWER

23,439,420 Class A ordinary shares (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. UGP V is the general partner of GP V, the general partner of each of DCM V and Aff V, and may be deemed to have sole power to vote these shares, except GP V, the general partner of each of DCM V and Aff V, may be deemed to have sole power to vote these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

23,439,420 Class A ordinary shares (represented by 7,813,140 ADSs), of which 22,881,096 shares (represented by 7,627,032 ADSs) are directly owned by DCM V and 558,324 shares (represented by 186,108 ADSs) are directly owned by Aff V. UGP V is the general partner of GP V, the general partner of each of DCM V and Aff V, and may be deemed to have sole power to dispose of such shares, except GP V, the general partner of each of DCM V and Aff V, may be deemed to have sole power to dispose of these shares, and Chao, Moran and Blaisdell, the directors of UGP V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

23,439,420

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

8.8%

TYPE OF REPORTING PERSON*

12

OO

CUSIP NO. 89977P106 13DPage 6 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Hybrid RMB Fund, L.P. ("Hybrid Fund")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SOLE VOTING POWER

SHARES

7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs), except that DCM Hybrid

BENEFICIALLY

RMB Fund Investment Management, L.P. ("Hybrid Fund DGP"), the general partner of Hybrid

OWNED BY EACH 5

Fund, and DCM Hybrid RMB Fund International, Ltd. ("Hybrid Fund UGP"), the general partner

REPORTING

of Hybrid Fund DGP, may be deemed to have sole power to vote these shares, and Chao,

PERSON

Moran, Blaisdell and Jason Krikorian ("Krikorian"), the directors of Hybrid Fund UGP, may be

WITH

deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs), except that Hybrid Fund

DGP, the general partner of Hybrid Fund, and Hybrid Fund UGP, the general partner of Hybrid

Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao, Moran,

Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared

power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

7,640,092

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.9%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 89977P106 13DPage 7 of 21

NAME OF REPORTING

SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Hybrid RMB Fund Investment Management, L.P. ("Hybrid Fund DGP")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SOLE VOTING POWER

SHARES

7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs) all of which are directly

BENEFICIALLY

owned by Hybrid Fund. Hybrid Fund DGP, the general partner of Hybrid Fund, may be

OWNED BY EACH

deemed to have sole power to vote these shares, except that Hybrid Fund UGP, the general

REPORTING

partner of Hybrid Fund DGP, may be deemed to have sole power to vote these shares, and

PERSON

Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to

WITH

have shared power to vote these shares.

SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund DGP, the general partner of Hybrid Fund, may be

deemed to have sole power to dispose of these shares, except that Hybrid Fund UGP, the general partner of Hybrid Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to dispose of these shares.

SHARED DISPOSITIVE POWER

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

7,640,092

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

2.9%

TYPE OF REPORTING PERSON*

12

PN

CUSIP NO. 89977P106 13D Page 8 of 21

NAME OF REPORTING
1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Hybrid RMB Fund International, Ltd. ("Hybrid Fund UGP")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒ x

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER
7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund UGP is the general partner of Hybrid Fund DGP, the
5 general partner of Hybrid Fund, and may be deemed to have sole power to vote these shares, except Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to vote these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7,640,092 Class A ordinary shares (represented by 2,546,697 ADSs) all of which are directly owned by Hybrid Fund. Hybrid Fund UGP is the general partner of Hybrid Fund DGP, the
7 general partner of Hybrid Fund, and may be deemed to have sole power to dispose of these shares, except Hybrid Fund DGP, the general partner of Hybrid Fund, may be deemed to have sole power to dispose of these shares, and Chao, Moran, Blaisdell and Krikorian, the directors of Hybrid Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,640,092

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

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11
2.9%

TYPE OF REPORTING PERSON*

12
OO

CUSIP NO. 89977P106 13DPage 9 of 21

NAME OF REPORTING
1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Ventures China Turbo Fund, L.P. ("Turbo Fund")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a) ☐ (b) ☒ x

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH 5
REPORTING
PERSON
WITH
SOLE VOTING POWER
3,541,670 Class A ordinary shares (represented by 1,180,556 ADSs), except that DCM Turbo
Fund Investment Management, L.P. ("Turbo Fund DGP"), the general partner of Turbo Fund,
and DCM Turbo Fund International, Ltd. ("Turbo Fund UGP"), the general partner of Turbo
Fund DGP, may be deemed to have sole power to vote these shares, and Chao and Krikorian,
the directors of Turbo Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
3,541,670 Class A ordinary shares (represented by 1,180,556 ADSs), except that Turbo Fund
DGP, the general partner of Turbo Fund, and Turbo Fund UGP, the general partner of Turbo
Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao and
Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to dispose
of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 3,541,670

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11

1.3%

12 TYPE OF REPORTING PERSON*
PN

CUSIP NO. 89977P106 13DPage 10 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Ventures China Turbo Affiliates Fund, L.P. ("Turbo Affiliates Fund")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

WITH

SOLE VOTING POWER

208,330 Class A ordinary shares (represented by 69,443 ADSs), except that Turbo Fund DGP, the general partner of Turbo Affiliates Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, may be deemed to have sole power to vote these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

208,330 Class A ordinary shares (represented by 69,443 ADSs), except that Turbo Fund DGP, the general partner of Turbo Affiliates Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

208,330

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 0.1%

TYPE OF REPORTING PERSON*

12 PN

CUSIP NO. 89977P106 13DPage 11 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Turbo Fund Investment Management, L.P. ("Turbo Fund DGP")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARESBENEFICIALLY
OWNED BY EACH 5
REPORTING
PERSON
WITH

SOLE VOTING POWER

3,750,000 Class A ordinary shares (represented by 1,250,000 ADSs) of which 3,541,670 shares are held by Turbo Fund and 208,330 shares are held by Turbo Affiliates Fund. Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, may be deemed to have sole power to vote these shares, except that Turbo Fund UGP, the general partner of Turbo Fund DGP, may be deemed to have sole power to vote these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

3,750,000 Class A ordinary shares (represented by 1,250,000 ADSs) of which 3,541,670 shares are held by Turbo Fund and 208,330 shares are held by Turbo Affiliates Fund. Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, may be deemed to have sole power to dispose of these shares, except that Turbo Fund UGP, the general partner of Turbo Fund DGP, may be deemed to have sole power to dispose of these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,750,000

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

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 89977P106 13DPage 12 of 21

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DCM Turbo Fund International, Ltd. ("Turbo Fund UGP")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

3,750,000 Class A ordinary shares (represented by 1,250,000 ADSs) of which 3,541,670 shares are held by Turbo Fund and 208,330 shares are held by Turbo Affiliates Fund. Turbo Fund UGP is the general partner of Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have sole power to vote these shares, except Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, may be deemed to have sole power to vote these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

3,750,000 Class A ordinary shares (represented by 1,250,000 ADSs) of which 3,541,670 shares are held by Turbo Fund and 208,330 shares are held by Turbo Affiliates Fund. Turbo Fund UGP is the general partner of Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have sole power to dispose of these shares, except Turbo Fund DGP, the general partner of each of Turbo Fund and Turbo Affiliates Fund, may be deemed to have sole power to dispose of these shares, and Chao and Krikorian, the directors of Turbo Fund UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,750,000

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

1.4%

TYPE OF REPORTING PERSON*

12

OO

CUSIP NO. 89977P106 13DPage 13 of 21

NAME OF REPORTING PERSON

1

K. David Chao ("Chao")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japanese Citizen

5 SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

34,829,512 Class A ordinary shares (represented by 11,609,837 ADSs), of which 22,881,096 Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff V, 7,640,092 Class A shares are directly owned by Hybrid Fund, 3,541,670 Class A shares are directly owned by Turbo Fund and 208,330 Class A shares are directly owned by Turbo Affiliates Fund. Chao is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, which is the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH

34,829,512 Class A ordinary shares (represented by 11,609,837 ADSs), of which 22,881,096 Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff V, 7,640,092 Class A shares are directly owned by Hybrid Fund, 3,541,670 Class A shares are directly owned by Turbo Fund and 208,330 Class A shares are directly owned by Turbo Affiliates Fund. Chao is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff V, Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, which is the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

34,829,512

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

13.1%

TYPE OF REPORTING PERSON*

12

IN

CUSIP NO. 89977P106 13DPage 14 of 21

NAME OF REPORTING PERSON

1

Peter W. Moran ("Moran")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒ x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 NUMBER OF SOLE VOTING POWER
0 shares.

SHARED VOTING POWER

SHARES 31,079,512 Class A ordinary shares (represented by 10,359,837 ADSs), of which 22,881,096 Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff

BENEFICIALLY 6 V and 7,640,092 Class A shares are directly owned by Hybrid Fund. Moran is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff

OWNED BY V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner

EACH of Hybrid Fund, and may be deemed to have shared power to vote these shares.

7 REPORTING SOLE DISPOSITIVE POWER
0 shares.

SHARED DISPOSITIVE POWER

PERSON 31,079,512 Class A ordinary shares (represented by 10,359,837 ADSs), of which 22,881,096 Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff

WITH 8 V and 7,640,092 Class A shares are directly owned by Hybrid Fund. Moran is a director of each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and Aff

V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

31,079,512

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.7%

12 TYPE OF REPORTING PERSON*

IN

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NAME OF REPORTING PERSON

1

Thomas Blaisdell ("Blaisdell")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
0 shares.

NUMBER OF SHARED VOTING POWER
31,079,512 Class A ordinary shares (represented by 10,359,837 ADSs), of which 22,881,096

SHARES Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff

BENEFICIALLY 6 V and 7,640,092 Class A shares are directly owned by Hybrid Fund. Blaisdell is a director of

each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and

OWNED BY Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general

EACH partner of Hybrid Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares.

REPORTING SHARED DISPOSITIVE POWER
31,079,512 Class A ordinary shares (represented by 10,359,837 ADSs), of which 22,881,096

PERSON Class A shares are directly owned by DCM V, 558,324 Class A shares are directly owned by Aff

WITH 8 V and 7,640,092 Class A shares are directly owned by Hybrid Fund. Blaisdell is a director of

each of UGP V, the general partner of GP V, which is the general partner of each of DCM V and

Aff V, and Hybrid Fund UGP, the general partner of Hybrid Fund DGP, which is the general

partner of Hybrid Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

31,079,512

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

11.7%

TYPE OF REPORTING PERSON*

12

IN

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NAME OF REPORTING PERSON

1

Jason Krikorian ("Krikorian")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

11,390,092 Class A ordinary shares (represented by 3,786,697 ADSs) of which 7,640,092 Class A shares are directly owned by Hybrid Fund, 3,541,670 Class A shares are directly owned by Turbo Fund and 208,330 Class A shares are directly owned by Turbo Affiliates Fund. Krikorian is a director of each of Hybrid Fund UGP, the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, which is the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

SHARED DISPOSITIVE POWER

REPORTING

PERSON

WITH

11,390,092 Class A ordinary shares (represented by 3,796,697 ADSs) of which 7,640,092 Class A shares are directly owned by Hybrid Fund, 3,541,670 Class A shares are directly owned by Turbo Fund and 208,330 Class A shares are directly owned by Turbo Affiliates Fund. Krikorian is a director of each of Hybrid Fund UGP, the general partner of Hybrid Fund DGP, the general partner of Hybrid Fund, and Turbo Fund UGP, the general partner of Turbo Fund DGP, which is the general partner of each of Turbo Fund and Turbo Affiliates Fund, and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11,390,092

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

EXCLUDES CERTAIN SHARES*

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.3%

TYPE OF REPORTING PERSON*

12

IN

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 3 supplements and amends the Schedule 13D that was originally filed on May 9, 2014, as amended by Amendment No. 1 filed on December 31, 2014, and as further amended by Amendment No. 2 filed on May 28, 2015 (collectively, the “Schedule 13D”), and is being filed to report (i) the strategic investment in Tuniu Corporation, a Cayman Islands exempted company (the “Company”), by HNA Tourism Group Co., Ltd. (“HNA Tourism”) of an aggregate US\$500 million through a private offering to HNA Tourism of newly issued Class A ordinary shares of the Company, par value \$0.0001 per share (the “Class A Shares”), which closed on January 21, 2016 (the “HNA Investment”), which diluted the beneficial ownership percentages of the Reporting Persons, and (ii) the conversion of Class B ordinary shares of the Company into Class A ordinary shares of the Company on a one-for-one basis by certain of the Reporting Persons. Only those items that are hereby reported are amended; all other items reported in the Schedule 13D remain unchanged. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Capitalized terms not defined in this Amendment No. 3 have the meanings ascribed to them in the Schedule 13D.

The Company’s American Depositary Shares (the “ADSs”) each represent three Class A Shares. The Reporting Persons (as defined below) beneficially own Class A Shares.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the Original Schedule 13D is hereby amended to add the following new paragraphs:

As reported by the Company on Form 6-K filed with the Commission on November 23, 2015, the Company entered into a strategic partnership with HNA Tourism and, in connection therewith, HNA Tourism agreed to acquire 90,909,091 newly issued Class A Shares from the Company for a purchase price of US\$5.50 per Class A Share, or the equivalent of approximately US\$16.50 per ADS, for an aggregate purchase price of US\$500,000,000.00.

On December 14, 2015, DCM V converted all of its 22,881,096 Class B ordinary shares of the Company into 22,881,096 Class A Shares on a one-for-one basis for no consideration.

On December 14, 2015, Aff V converted all of its 558,324 Class B ordinary shares of the Company into 558,324 Class A Shares on a one-for-one basis for no consideration.

On December 14, 2015, Hybrid Fund converted all of its 2,640,092 Class B ordinary shares of the Company into 2,640,092 Class A Shares on a one-for-one basis for no consideration.

Each ADS represents three Class A Ordinary Shares. Upon the closing of the HNA Investment on January 21, 2016, the beneficial ownership of the Reporting Persons of the Company's outstanding Class A Shares was decreased as a result of dilution.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended to add the following new paragraph:

As described in Item 3 above, which descriptions are incorporated by reference in this Item 4, this Amendment No. 3 is being filed in connection with the HNA Investment to reflect the change in the percentage of Ordinary Shares that the Reporting Persons are deemed to beneficially own and the conversion by certain of the Reporting Persons on December 14, 2015 of an aggregate 26,079,512 Class B ordinary shares of the Company into 26,079,512 Class A Shares on a one-for-one basis.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a,b) Regarding aggregate beneficial ownership, see Row 9 of the cover page of each Reporting Person. Regarding percentage beneficial ownership, see Row 11 of the cover page of each Reporting Person. Regarding sole power to vote shares, see Row 5 of the cover page of each Reporting Person. Regarding shared power to vote shares, see Row 6 of the cover page of each Reporting Person. Regarding sole power to dispose of shares, see Row 7 of the cover page of each Reporting Person. Regarding shared power to dispose of shares, see Row 8 of the cover page of each Reporting Person. References to percentages of ownership of Ordinary Shares in this Amendment No. 3 are based upon 266,435,301.00 Class A ordinary shares outstanding as of January 21, 2016 as reported by the Company after the closing of the HNA Investment. Although none of the Reporting Persons acquired any Ordinary Shares from the Company in connection with the HNA Investment, there was a change in the percentage of Ordinary Shares that the Reporting Persons are deemed to beneficially own.

(c) Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the Ordinary Shares or ADSs of the Company during the past 60 days.

(d) Under certain circumstances set forth in the limited partnership agreement of each of DCM V, Aff V, Hybrid Fund, Turbo Fund, Turbo Affiliates Fund, GP V, Hybrid Fund DGP, Turbo Fund DGP and the amended and restated articles of memorandum and association of UGP V, Hybrid Fund UGP and Turbo Fund UGP, the partners and shareholders of each of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Company owned by each such entity of which they are a partner or shareholder.

(e) Not applicable.

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SIGNATURES

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: January 26, 2016

DCM V, L.P.

By: DCM INVESTMENT
MANAGEMENT V, L.P.,
Its General Partner

By: DCM INTERNATIONAL V,
LTD., Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM AFFILIATES FUND V, L.P.

By: DCM INVESTMENT
MANAGEMENT V, L.P., Its
General Partner

By: DCM INTERNATIONAL V,
LTD., Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM INVESTMENT
MANAGEMENT V, L.P.

By: DCM INTERNATIONAL V,
LTD.
Its General Partner

By: /s/ André Levi

André Levi, Assistant Secretary

DCM INTERNATIONAL V, LTD.

By:/s/ André Levi

André Levi, Assistant Secretary

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DCM HYBRID RMB FUND, L.P.

By: DCM HYBRID RMB FUND
INVESTMENT MANAGEMENT,
L.P., Its General Partner

By: DCM HYBRID RMB FUND
INTERNATIONAL, LTD., Its
General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM HYBRID RMB FUND
INVESTMENT MANAGEMENT,
L.P.

By: DCM HYBRID RMB FUND
INTERNATIONAL, LTD., Its
General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM HYBRID RMB FUND
INTERNATIONAL, LTD.

By: /s/ André Levi
André Levi, Assistant Secretary

DCM Ventures China Turbo Fund,
L.P.

By: DCM Turbo Fund Investment
Management, L.P., Its General
Partner

By: DCM Turbo Fund International,
Ltd.,
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

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DCM Ventures China Turbo
Affiliates Fund, L.P.

By: DCM Turbo Fund Investment
Management, L.P., Its General
Partner

By: DCM Turbo Fund International,
Ltd.,
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM Turbo Fund INVESTMENT
MANAGEMENT, L.P.

By: DCM Turbo Fund International,
Ltd.,
Its General Partner

By: /s/ André Levi
André Levi, Assistant Secretary

DCM Turbo Fund International, Ltd.

By: /s/ André Levi
André Levi, Assistant Secretary

/s/ K. David Chao
K. David Chao

/s/ Peter W. Moran
Peter W. Moran

/s/ Thomas Blaisdell
thomas Blaisdell

/s/ Jason Krikorian
JASON KRIKORIAN