

New Oriental Education & Technology Group Inc.
Form F-6 POS
April 25, 2012

As filed with the Securities and Exchange Commission on April 25, 2012 333-176069

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM F-6
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY
AMERICAN DEPOSITARY RECEIPTS

New Oriental Education & Technology Group Inc.
(Exact name of issuer of deposited securities as specified in its charter)

N/A
(Translation of issuer's name into English)

Cayman Islands
(Jurisdiction of incorporation or organization of issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street
New York, New York 10005
(212) 250-9100
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

Law Debenture Corporate Services Inc.
4th Floor, 400 Madison Avenue,
New York, New York 10017
(212) 750-6474
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Deutsche Bank Trust Company Americas
60 Wall Street
New York, New York 10005
(212) 250-9100

It is proposed that this filing become effective under Rule 466
x immediately upon filing
o on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box: o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one Common Share of New Oriental Education & Technology Group Inc.	N/A	N/A	N/A	N/A

*Each unit represents one American Depositary Share.

** Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

Pursuant to Rule 429, the Prospectus contained herein also relates to American Depositary Shares registered under Form F-6 Registration Statement No. 333-136862

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I
INFORMATION REQUIRED IN PROSPECTUS
PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt, included as Exhibit A to the Supplement and Amendment No. 3 to Deposit Agreement filed as Exhibit (a)(4) to this Post-Effective Amendment to Registration Statement on Form F-6 and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

Item Number and Caption	Location in Form of American Depositary Receipt ("Receipt") Filed Herewith as Prospectus
1. Name of depositary and address of its principal executive office	Face of Receipt, Introductory article and bottom center
2. Title of Receipts and identity of deposited securities	Face of Receipt, Top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share	Face of Receipt, Upper right corner
(ii) The procedure for voting, if any, the deposited securities	Paragraph (15)
(iii) The collection and distribution of dividends	Paragraph (13)
(iv) The transmission of notices, reports and proxy soliciting material	Paragraphs (12), (14) and (15)
(v) The sale or exercise of rights	Paragraphs (2), (6), (13), (16) and (21)
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Paragraphs (13) and (16)
(vii) Amendment, extension or termination of the deposit arrangements	Paragraphs (20) and (21) (no provision for extensions)
(viii)	Paragraph (12)

Rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts

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|------|--|-----------------------------|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (2), (3) and (4) |
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|---|---|
| (x) Limitation upon the liability of the depositary | Paragraphs (6), (10), (15), (16), (17), (18) and (21) |
| 3. Fees and charges which may be imposed directly or indirectly against holders of Receipts | Paragraph (9) |

Item 2. AVAILABLE INFORMATION Paragraph (12)

(b) As set forth in Paragraph (12) of the Form of Receipt constituting the prospectus included herein, New Oriental Education & Technology Group Inc. is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the "Securities Act of 1934") and, accordingly, files certain reports with the Securities and Exchange Commission (hereinafter called the "Commission"). Such reports and communications will be available for inspection and copying at the public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement by and among New Oriental Education & Technology Group Inc. (the "Company"), Deutsche Bank Trust Company Americas as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (the "Deposit Agreement"). Previously filed as Exhibit (a) to Form F-6 (File No. 333-136862), dated August 24, 2006 and incorporated herein by reference.
- (a)(2) Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder. Previously filed as Exhibit (a)(2) to Form F-6Pos (File No. 333-136862) and incorporated herein by reference.
- (a)(3) Supplement and Amendment No. 2 to Deposit Agreement, dated as of August____, 2011, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder. Previously filed as Exhibit (a)(2) to Form F-6Pos (File No. 333-176069) and incorporated herein by reference.
- (a)(4) Supplement and Amendment No. 3 to Deposit Agreement, dated as of April__, 2012, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder (including the form of American Depositary Receipt to be issued thereunder, attached as Exhibit A). Filed herewith as Exhibit (a)(4).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. – Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the Company in effect at any time within the last three years. – Not Applicable.

(d) Opinion of counsel to the Depositary as to the legality of the securities being registered. – Previously filed as Exhibit (d) to Form F-6Pos (File No. 333-176069) and incorporated herein by reference. Filed herewith as Exhibit (d).

(e) Certification under Rule 466. – Filed herewith as Exhibit (e)

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. – Previously filed as part of Form F-6Pos (File No. 333-176069) and incorporated herein by reference.

Item 4.

UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary under-takes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary under-takes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the Deposit Agreement, by and among New Oriental Education & Technology Group Inc., Deutsche Bank Trust Company Americas, as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by American Depositary Receipts issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 25, 2012.

Legal entity created by the Deposit Agreement for the issuance of American Depositary Receipts evidencing American Depositary Shares, each representing one common share of New Oriental Education & Technology Group Inc.

Deutsche Bank Trust Company Americas, solely in its capacity as Depositary

By: /s/ Christopher Konopelko
Name: Christopher Konopelko
Title: Director

By: /s/ James Kelly
Name: James Kelly
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, New Oriental Education & Technology Group Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beijing, People's Republic of China on April 25, 2012.

New Oriental Education & Technology Group Inc.

By: /s/ Louis T. Hsieh
Name: Louis T. Hsieh
Title: President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement or amendment has been signed by the following persons in the capacities indicated on April 25, 2012.

SIGNATURES

Signature	Title
/s/ Michael Minhong Yu*	Chairman of the Board of Directors and Chief Executive Officer
Michael Minhong Yu	
/s/ Louis T. Hsieh*	Director, President and Chief Financial Officer
Louis T. Hsieh	
/s/ Chenggang Zhou*	Director and Executive Vice President
Chenggang Zhou	
/s/ John Zhuang Yang*	Director
John Zhuang Yang	
/s/ Robin Yanhong Li*	Director
Robin Yanhong Li	
	Director
Denny Lee	

*By: /s/Louis T. Hsieh
Name: Louis T. Hsieh
Title: Power of Attorney

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of New Oriental Education & Technology Group Inc. has signed this Post-Effective Amendment to Registration Statement on Form F-6 in New York, New York, on April 25, 2012.

Authorized U.S. Representative

By:	/s/ Kate Ledyard
Name:	Kate Ledyard
Title:	Manager, Law Debenture Corporate Services Inc.

INDEX TO EXHIBITS

Exhibit Number

(a)(4) Form of Amendment No. 3 to Deposit Agreement

(e) Rule 466 Certification