

Li Yanhong Robin
Form SC 13G/A
February 10, 2009

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

SCHEDULE 13G

(Rule 13d-102)

**Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c) and (d) and
Amendments Thereto Filed Pursuant To 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Baidu, Inc.
(Name of Issuer)
Class A Ordinary Shares
Class B Ordinary Shares
(Title of Class of Securities)
G07034104
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

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 the disclosures provided in a prior cover page.

The information required in 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
Robin Yanhong Li

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
People's Republic of China

SOLE VOTING POWER

5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON **5**
5,584,309¹ ordinary shares. Handsome Reward Limited may also be deemed to have sole voting power with respect to 5,490,000 ordinary shares.

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
PERSON **7**
5,584,309¹ ordinary shares. Handsome Reward Limited may also be deemed to have sole dispositive power with respect to 5,490,000 ordinary shares.

SHARED DISPOSITIVE POWER

WITH: **8**
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,584,309 ordinary shares

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

b

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

16.2%²

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

¹ Includes (i) 37,665 Class A Ordinary Shares directly held by Mr. Li; (ii) 53,751 Class A Ordinary Shares issuable upon exercise of options within 60 days after the date of December 31, 2008; (iii) 2,893 restricted Class A Ordinary Shares that will vest within 60 days after the date of December 31, 2008; and (iv) 5,490,000 Class B Ordinary Shares held by Handsome Rework Limited, a British Virgin Islands company wholly owned by Mr. Li. Each Class B Ordinary Share is convertible at the option of the holder into one Class A Ordinary Share. The rights of the holders of Class A Ordinary Shares and Class B Ordinary Shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B Ordinary Share is entitled to ten votes per share, whereas each Class A Ordinary Share is entitled to one vote per share.

² Assumes conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

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1 NAMES OF REPORTING PERSONS
Handsome Reward Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

SOLE VOTING POWER

5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON **5**
5,490,000³ ordinary shares. Robin Yanhong Li may also be deemed to have sole voting power with respect to the above shares.

SHARED VOTING POWER

6
0

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON **7**
5,490,000³ ordinary shares. Robin Yanhong Li may also be deemed to have sole dispositive power with respect to the above shares.

SHARED DISPOSITIVE POWER

WITH: **8**
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,490,000 ordinary shares

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

o

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

15.9%⁴

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

³ Includes 5,490,000 Class B Ordinary Shares.

⁴ Assumes conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

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Item 1(a). Name of Issuer:

Baidu, Inc.

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

12/F, Ideal International Plaza
No. 58 West-North 4th Ring
Beijing, 100080
People's Republic of China

Item 2(a). Name of Person Filing:

Robin Yanhong Li
Handsome Reward Limited

Item 2(b). Address of Principal Business Office or, if None, Residence:

Robin Yanhong Li
Baidu, Inc.
12/F, Ideal International Plaza
No. 58 West-North 4th Ring
Beijing, 100080, People's Republic of China

Handsome Reward Limited
c/o Robin Yanhong Li
Baidu, Inc.
12/F, Ideal International Plaza
No. 58 West-North 4th Ring
Beijing, 100080, People's Republic of China

Item 2(c). Citizenship:

Robin Yanhong Li PRC
Handsome Reward Limited British Virgin Islands

Item 2(d). Title of Class of Securities:

Ordinary Shares

Item 2(e). CUSIP Number:

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Item 3. Not Applicable

Item 4. Ownership:

The following information with respect to the ownership of the Ordinary Shares of the issuer by each of the reporting persons is provided as of December 31, 2008:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole	Shared	Sole power	Shared
			power to vote or direct	power to direct	to dispose or direct the disposition of:	power to dispose or direct the disposition of:
Robin Yanhong Li	5,584,309	16.2%	5,584,309	0	5,584,309	0
Handsome Reward Limited	5,490,000	15.9%	5,490,000	0	5,490,000	0

The above table includes collectively those Class A Ordinary Shares and Class B Ordinary Shares held by each reporting person, and assumes conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

Robin Yanhong Li is the record owner of 37,665 Class A Ordinary Shares, has right to acquire 53,751 Class A Ordinary Shares upon exercise of options within 60 days after December 31, 2008 and owns 2,893 restricted Class A Ordinary shares that will vest within 60 days after December 31, 2008.

Handsome Reward Limited, a British Virgin Islands company, is the record owner of 5,490,000 Class B Ordinary Shares. Robin Yanhong Li is the sole owner and director of Handsome Reward Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Robin Yanhong Li may be deemed to beneficially own all of the shares held by Handsome Reward Limited.

Melissa Ma, Robin Yanhong Li's wife, is the record owner of 1,676,667 Class B Ordinary Shares. Robin Yanhong Li may be deemed to share beneficial ownership of the shares held by Melissa Ma. Robin Yanhong Li expressly disclaims such beneficial ownership of the shares beneficially owned by Melissa Ma.

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Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

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

Not applicable

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

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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 10, 2009

Robin Yanhong Li

/s/ Robin Yanhong Li
Robin Yanhong Li

Handsome Reward Limited

By: /s/ Robin Yanhong Li
Name: Robin Yanhong Li
Title: Director

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
A	Joint Filing Agreement

Exhibit A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A and Class B Ordinary Shares, par value \$0.00005 per share, of Baidu, Inc., a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 10, 2009.

Robin Yanhong Li

/s/ Robin Yanhong Li
Robin Yanhong Li

Handsome Reward Limited

By: /s/ Robin Yanhong Li
Name: Robin Yanhong Li
Title: Director