

Mindray Medical International LTD
Form SC 13G/A
February 13, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

Mindray Medical International Limited

(Name of Issuer)

Class A Ordinary Shares
Class B Ordinary Shares**
American Depositary Shares
(Title of Class of Securities)**

**602675100
(CUSIP Number)**

**December 31, 2014
(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 disclosures provided in a prior cover page.

** Not for trading, but only in connection with the registration of American Depositary Shares each representing one Class A ordinary share. See the Notes for further discussion of shares held by Reporting Persons.

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).

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

1

Li Xiting
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

People's Republic of China
SOLE VOTING POWER

5

NUMBER OF 15,500,163⁽¹⁾⁽²⁾
SHARED VOTING POWER

SHARES 6

BENEFICIALLY 0
OWNED BY SOLE DISPOSITIVE POWER

EACH 7

REPORTING 15,500,163⁽¹⁾⁽²⁾
SHARED DISPOSITIVE POWER

PERSON 8

WITH 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

15,500,163⁽¹⁾⁽²⁾

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

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

13.2%⁽³⁾

TYPE OF REPORTING PERSON

12

IN

Includes (x)(i) 193,258 Class A ordinary shares; (ii) 14,080,214 Class B ordinary shares; and (iii) 626,691 American Depositary Shares (ADSs), each representing one Class A ordinary share, and (y) 600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li, which includes stock options that vest within 60 days of December 31, 2014. The outstanding ordinary shares and ADSs referenced in (x) are indirectly (1)held through UBS Trustees (BVI) Limited, the trustee of the Magic Bell Trust. The assets of the Magic Bell Trust include all outstanding shares of Magic Bell Limited ("Magic Bell"), a company incorporated under the laws of the British Virgin Islands ("BVI"), and Quiet Well Limited, a BVI Company ("Quiet Well"). Magic Bell is the sole owner of Quiet Well which in turn holds those ordinary shares and ADSs. Mr. Li retains sole voting and disposition power over all Mindray securities held through the Magic Bell Trust.

Class A ordinary shares and Class B ordinary shares are not listed for trading. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote on all matters subject to shareholder vote, and each Class B ordinary share is entitled to five votes on all matters subject to shareholder vote. Each Class B ordinary share is convertible at the option of the (2)holder into one Class A ordinary share at any time by the holder thereof. Class A ordinary shares are not convertible into Class B ordinary shares under any circumstance. Class B ordinary shares will automatically and immediately convert into an equal number of Class A ordinary shares upon transfer to any person or entity which is not an affiliate of the transferor.

Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The (3)percentage is based on 117,901,753 outstanding ordinary shares as of December 31, 2014, including 600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li.

3

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

1

Magic Bell Limited
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

British Virgin Islands
SOLE VOTING POWER

5

NUMBER OF 14,900,163⁽⁴⁾
SHARED VOTING POWER

SHARES 6

BENEFICIALLY 0
OWNED BY SOLE DISPOSITIVE POWER

EACH 7

REPORTING 14,900,163⁽⁴⁾
SHARED DISPOSITIVE POWER

PERSON 8

WITH 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,900,163⁽⁴⁾

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

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

12.7%⁽⁵⁾

TYPE OF REPORTING PERSON

12

CO

⁽⁴⁾ Includes (i) 193,258 Class A ordinary shares; (ii) 14,080,214 Class B ordinary shares; and (iii) 626,691 ADSs. See Notes 1 and 2 above.

⁽⁵⁾ Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on 117,301,753 outstanding ordinary shares of the issuer as of December 31, 2014.

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

1

Quiet Well Limited
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

British Virgin Islands
SOLE VOTING POWER

5

NUMBER OF 14,900,163⁽⁶⁾
SHARED VOTING POWER

SHARES 6

BENEFICIALLY 0
OWNED BY SOLE DISPOSITIVE POWER

EACH 7

REPORTING 14,900,163⁽⁶⁾
SHARED DISPOSITIVE POWER

PERSON 8

WITH 0

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,900,163⁽⁶⁾⁽⁷⁾

10

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

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

12.7%⁽⁷⁾

TYPE OF REPORTING PERSON

12

CO

⁽⁶⁾ Includes (i) 193,258 Class A ordinary shares; (ii) 14,080,214 Class B ordinary shares; and (iii) 626,691 ADSs. See Notes 1 and 2 above.

⁽⁷⁾ Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The percentage is based on 117,301,753 outstanding ordinary shares of the issuer as of December 31, 2014.

- Item
1(a) Name of Issuer:
- Mindray Medical International Limited
- Item
1(b) Address of Issuer's Principal Executive Offices:
- Mindray Building, Keji 12th Road South, Hi-tech Industrial Park, Nanshan, Shenzhen, 518057, People's Republic of China
- Item
2(a) Name of Person Filing:
- Li Xiting
- Magic Bell Limited
- Quiet Well Limited
- Item
2(b) Address of Principal Business Office or, If None, Residence; Citizenship:
- Li Xiting
c/o Mindray Medical International Limited
Mindray Building, Keji 12th Road South, Hi-tech Industrial Park
Nanshan, Shenzhen, 518057
People's Republic of China
- Magic Bell Limited
P.O. Box 957, Offshore Incorporations Centre
Road Town, Tortola
British Virgin Islands Quiet Well Limited
Ramasco Place
Wickhams Cay 1
P.O. Box 3140, Road Town, Tortola
British Virgin Islands
- Item
2(c) Citizenship:
- Li Xiting – PRC
- Magic Bell Limited – BVI
- Quiet Well Limited – BVI
- Title of Class of Securities:

Item
2(d)

Class A ordinary shares, par value HK\$0.001

Class B ordinary shares, par value HK\$0.001

American Depositary Shares

Item
2(e)

CUSIP Number:

602675100

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned:

6

Reporting person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of:
Li Xiting	15,500,163 ordinary shares	13.2 ⁽⁸⁾	15,500,163 ordinary shares	0	15,500,163 ordinary shares	0
Magic Bell Limited	14,900,163 ordinary shares	12.7 ⁽⁹⁾	14,900,163 ordinary shares	0	14,900,163 ordinary shares	0
Quiet Well Limited	14,900,163 ordinary shares	12.7 ⁽⁹⁾	14,900,163 ordinary shares	0	14,900,163 ordinary shares	0

Mr. Li retains investment power to dispose or to direct the disposition of and to vote or direct the voting of all ordinary shares and ADSs. Pursuant to Section 13(d) of the Act, Mr. Li may be deemed to beneficially own all of the shares held through Magic Bell Limited and Quiet Well Limited.

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 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.

Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The
(8) percentage is based on 117,901,753 outstanding ordinary shares of the issuer as of December 31, 2014, including
600,000 Class A ordinary shares issuable upon the exercise of stock options held by Mr. Li Xiting.

(9) Assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares. The
percentage is based on 117,301,753 outstanding ordinary shares of the issuer as of December 31, 2014.

7

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. In addition, by signing below, the undersigned agrees that this Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: February 13, 2015

Li Xiting

/s/ Li Xiting

Magic Bell Limited

By: /s/ Li Xiting

Name: Li Xiting

Title: Director

Quiet Well Limited

By: /s/ Li Xiting

Name: Li Xiting

Title: Director

LIST OF EXHIBITS

Exhibit No. Description

A Joint Filing Agreement

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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 American Depositary Shares, Class A ordinary shares and Class B ordinary shares, par value HK\$0.001, of Mindray Medical International Limited, a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in counterparts that, taken together, shall constitute one and the same instrument.

February 13, 2015

Li Xiting

/s/ Li Xiting

Magic Bell Limited

By: /s/ Li Xiting

Name: Li Xiting

Title: Director

Quiet Well Limited

By: /s/ Li Xiting

Name: Li Xiting

Title: Director