

SouFun Holdings Ltd
Form SC 13D/A
September 19, 2012

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

SOUFUN HOLDINGS LIMITED

(Name of Issuer)

Class A Ordinary Shares, par value HK\$1.00 per share

(Title of Class of Securities)

836034108**

(CUSIP Number)

Douglas Markel

Simpson Thacher & Bartlett LLP

3919 China World Tower

No. 1 Jianguomenwai Avenue

Beijing 100004, China

+86(10)-5965-2989

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

September 16, 2012

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(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. o

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.

* 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.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Class A Ordinary Share. No CUSIP has been assigned to the Class A Ordinary Shares.

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).

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 7-A Guernsey L.P. Inc
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 3,822,630 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power 3,822,630 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,822,630
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.00%(1)
14. Type of Reporting Person (See Instructions)
PN

(1) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII-A L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England

| | |
|-----|---------------------------------------|
| 7. | Sole Voting Power |
| 8. | Shared Voting Power 3,822,630 |
| 9. | Sole Dispositive Power |
| 10. | Shared Dispositive Power 3,822,630 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,822,630
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.00%(2)
14. Type of Reporting Person (See Instructions)
PN

(2) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 7-B Guernsey L.P. Inc
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 7,198,324 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power 7,198,324 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.19%(3)
 14. Type of Reporting Person (See Instructions)
PN

(3) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII-B L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England

| | |
|-----|---------------------------------------|
| 7. | Sole Voting Power |
| 8. | Shared Voting Power 7,198,324 |
| 9. | Sole Dispositive Power |
| 10. | Shared Dispositive Power 7,198,324 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
13.19%(4)
14. Type of Reporting Person (See Instructions)
PN

(4) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VI-1 L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|----------------------------------|
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
England
- | | | |
|--|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 7,198,324 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power 7,198,324 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.19%(5)
 14. Type of Reporting Person (See Instructions)
PN

(5) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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1. Names of Reporting Persons.
Hunt 7-A GP Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
11,020,954
9. Sole Dispositive Power
10. Shared Dispositive Power
11,020,954
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,954
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
20.19%(6)
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

(6) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 6-A Guernsey L.P. Inc
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
4,232,650
9. Sole Dispositive Power
10. Shared Dispositive Power
4,232,650
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,232,650

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: