

Origin Agritech LTD
Form SC 13G
August 01, 2007

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

**SCHEDULE 13G
(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No.)***

Origin Agritech Limited
(Name of Issuer)

Common Stock
(Title of Class of Securities)

G67828106
(CUSIP Number)

July 25, 2007
Date of Event Which Requires Filing of the 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.

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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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Limited Partnership	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,605,203 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.99% as of the date of this filing⁽¹⁾	
12.	TYPE OF REPORTING PERSON PN; HC	

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Investment Group, L.L.C.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,605,203 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.99% as of the date of this filing⁽¹⁾	
12.	TYPE OF REPORTING PERSON OO; HC	

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Kenneth Griffin	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,605,203 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.99% as of the date of this filing⁽¹⁾	
12.	TYPE OF REPORTING PERSON IN; HC	

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Investment Group (Hong Kong) Limited	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,605,203 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.99% as of the date of this filing⁽¹⁾	
12.	TYPE OF REPORTING PERSON CO	

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1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Equity Fund Ltd.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3.	SEC USE ONLY	
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER 0
	6.	SHARED VOTING POWER 2,605,203 shares⁽¹⁾
	7.	SOLE DISPOSITIVE POWER 0
	8.	SHARED DISPOSITIVE POWER See Row 6 above.⁽¹⁾
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.⁽¹⁾	
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/> o	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 9.99% as of the date of this filing⁽¹⁾	
12.	TYPE OF REPORTING PERSON CO	

⁽¹⁾Based on 23,472,910 outstanding shares of the Issuer's common stock, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K, filed with the Securities and Exchange Commission on May 24, 2007. As of July 25, 2007, the Reporting Persons beneficially owned \$40,000,000 in principal amount of the Issuer's 1.0% Guaranteed Senior Secured Convertible Notes due 2012 (the "Notes"), collectively convertible into 3,478,260 shares (the "Note Shares") of Issuer's common stock. Notwithstanding the foregoing, the number of shares beneficially owned by the Reporting Persons is equal to 2,605,203, or 9.99% of the issued and outstanding shares of the Issuer's common stock because, pursuant to an Investor Rights Agreement, dated as of July 25, 2007, by and among Citadel Equity Fund Ltd., the Issuer, Dr. Han Gengchen, Mr. Yang Yasheng and Mr. Yuan Liang, in no event shall the Reporting Persons be entitled to convert any portion of the Notes for any number of Note Shares that, upon giving effect to such conversion, would cause the aggregate number of shares of the Issuer's common stock owned by the Reporting Persons to exceed 9.99% of the outstanding shares of the Issuer's common stock immediately after giving effect to such conversion.

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- Item 1(a) Name of Issuer: **Origin Agritech Limited**
 1(b) Address of Issuer's Principal Executive Offices:

**No. 21 Sheng Ming Yuan Road
 Changping District, Beijing 102206
 China**

- Item 2(a) Name of Person Filing²
 Item 2(b) Address of Principal Business Office
 Item 2(c) Citizenship

Citadel Limited Partnership
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited partnership

Citadel Investment Group, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Delaware limited liability company

Kenneth Griffin
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 U.S. Citizen

Citadel Investment Group (Hong Kong) Limited
 c/o Citadel Investment Group, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Hong Kong company

Citadel Equity Fund Ltd.
 c/o Citadel Investment Group, L.L.C.
 131 S. Dearborn Street
 32nd Floor
 Chicago, Illinois 60603
 Cayman Islands company

² Citadel Holdings Ltd., a Cayman Islands company ("CH"), is a subsidiary of Citadel Wellington LLC, a Delaware limited liability company ("CW"), and Citadel Kensington Global Strategies Fund Ltd., a Bermuda company ("CKGSF"). Citadel Equity Fund Ltd. ("CEF") is a subsidiary of CH. None of CW, CKGSF or CH has any control over the voting or disposition of securities held by CEF.

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2(d) Title of Class of Securities:

Common Stock, no par value2(e) CUSIP Number: **G67828106**

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP
CITADEL INVESTMENT GROUP, L.L.C.
KENNETH GRIFFIN
CITADEL INVESTMENT GROUP (HONG KONG) LIMITED
CITADEL EQUITY FUND LTD.

(a) Amount beneficially owned:

2,605,203 shares⁽¹⁾

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(b) Percent of Class:

Approximately 9.99% as of the date of this filing⁽¹⁾

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

See Item 4(a) above.⁽¹⁾

(iii) sole power to dispose or to direct the disposition of:

0

(iv) shared power to dispose or to direct the disposition of:

See Item 4(a) above.⁽¹⁾

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:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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* Matthew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 1st day of August, 2007

<p>KENNETH GRIFFIN</p> <p>By: <u>/s/ Matthew B. Hinerfeld</u> Matthew B. Hinerfeld, attorney-in-fact*</p> <p>CITADEL LIMITED PARTNERSHIP</p> <p>By: Citadel Investment Group, L.L.C., its General Partner</p> <p>By: <u>/s/ Matthew B. Hinerfeld</u> Matthew B. Hinerfeld, Managing Director and Deputy General Counsel</p> <p>CITADEL INVESTMENT GROUP (HONG KONG) LIMITED</p> <p>By: Citadel Investment Group, L.L.C., its Sole Shareholder</p> <p>By: <u>/s/ Matthew B. Hinerfeld</u> Matthew B. Hinerfeld, Managing Director and Deputy General Counsel</p>	<p>CITADEL EQUITY FUND LTD.</p> <p>By: Citadel Limited Partnership, its Portfolio Manager</p> <p>By: Citadel Investment Group, L.L.C., its General Partner</p> <p>By: <u>/s/ Matthew B. Hinerfeld</u> Matthew B. Hinerfeld, Managing Director and Deputy General Counsel</p> <p>CITADEL INVESTMENT GROUP, L.L.C.</p> <p>By: <u>/s/ Matthew B. Hinerfeld</u> Matthew B. Hinerfeld, Managing Director and Deputy General Counsel</p>
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