

HSBC INTERNATIONAL TRUSTEE

Form SC 13G/A

February 10, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)  
ATA Inc.**

(Name of Issuer)  
**Common Shares\***  
**American Depositary Shares**

(Title of Class of Securities)  
**00211V106\*\***

(CUSIP Number)  
**December 31, 2010**

(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 2 common shares.

\*\* This CUSIP number applies to the American Depositary 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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SIGNATURE

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**1** NAMES OF REPORTING PERSONS  
 HSBC International Trustee Limited (as trustee for the trusts which ultimately own common shares of the Issuer)

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
 (a)   
 (b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

**5** SOLE VOTING POWER  
 NUMBER OF 14,389,540 common shares<sup>1</sup>

**6** SHARED VOTING POWER  
 SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER  
 EACH REPORTING PERSON 14,389,540 common shares<sup>1</sup>

**8** SHARED DISPOSITIVE POWER  
 WITH: 0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 14,389,540 common shares<sup>1</sup>

**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)

32.4%<sup>2</sup>

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

<sup>1</sup> Includes 8,935,584 common shares and 2,726,978 American Depositary Shares (representing 5,453,956 common shares) beneficially owned by the Reporting Person solely in its capacity as trustee of various trusts.

<sup>2</sup> Based on 44,441,762 outstanding common shares as of December 31, 2010.

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**Item 1(a) Name of Issuer:**

ATA Inc. ( Issuer )

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

8<sup>th</sup> Floor, Tower E, 6 Gongyuan West St.  
Jian Guo Men Nei  
Beijing 100005, China

**Item 2(a) Name of Person Filing:**

HSBC International Trustee Limited

**Item 2(b) Address of Principal Business Office or, If None, Residence; Citizenship**

HSBC International Trustee Limited  
21 Collyer Quay #09-01,  
HSBC Building,  
Singapore 049320

**Item 2(c) Citizenship**

HSBC International Trustee Limited British Virgin Islands

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

Common shares, par value US\$0.01

American Depository Shares, each representing two common shares

**Item 2(e) CUSIP Number:**

00211V106

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

Not applicable.

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**Item 4. Ownership**(a) Amount Beneficially Owned:

	<b>Amount beneficially owned:</b>	<b>Percent of class:</b>	<b>Sole power to vote or direct the vote:</b>	<b>Shared power to vote or direct the vote:</b>	<b>Sole power to dispose or to direct the disposition of:</b>	<b>Shared power to dispose or to direct the disposition of:</b>
<b>Reporting Person</b>						
HSBC International Trustee Limited	14,389,540 common shares (including 8,935,584 common shares and 2,726,978 American Depositary Shares representing 5,453,956 common shares)	32.4%	14,389,540 common shares (including 8,935,584 common shares and 2,726,978 American Depositary Shares representing 5,453,956 common shares)	0	14,389,540 common shares (including 8,935,584 common shares and 2,726,978 American Depositary Shares representing 5,453,956 common shares)	0

The percentages of ownership set forth above are based on 44,441,762 common shares outstanding as of December 31, 2010.

All common shares and American Depositary Shares reported herein by HSBC International Trustee Limited are owned by it solely in its capacity as trustee of various trusts, which in the aggregate own a total of 14,389,540 common shares of the Issuer. Accordingly, HSBC International Trustee Limited may be deemed to beneficially own such common shares of the Issuer that are beneficially owned by the trusts for which HSBC International Trustee Limited acts as the trustee. However, each of the trusts and the companies directly or indirectly wholly owned by such trusts, including the respective record shareholders of the shares of the Issuer beneficially owned by HSBC International Trustee Limited, disclaim any beneficial ownership of common shares of the Issuer beneficially owned by other trusts and the companies directly or indirectly wholly owned by such trusts.

**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.

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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, 2011

HSBC International Trustee Limited

By: /s/ Agatha Chee Bee Hong & James B.E. Aitken

Name: Agatha Chee Bee Hong & James B.E. Aitken

Title: Authorised Signatories of  
HSBC International Trustee Limited