# **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

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

ATA Inc.
(Name of Issuer)
Common Shares* American Depositary Shares
(Title of Class of Securities)
00211V106**
(CUSIP Number)
December 31, 2009
(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 ecurities, 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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1	NAMES OF REPORTING PERSONS  Western Lin Wone								
	Walter Lin Wang								
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*								
2	(a) □ (b) ☑								
3		SE ONLY							
3									
4	CITIZI	ENSHIP OR PLACE OF ORGANIZATION							
<b>-</b>	People	's Republic of China							
		5 SOLE VOTING POWER							
NUMBE	R OF								
SHAR		6 SHARED VOTING POWER							
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REPORT PERSO		7   0							
WIT		SHARED DISPOSITIVE POWER							
		8							
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	2,923,576 common shares <sup>1</sup>								
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11	PERC	ENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
11	6.5%2								
10	TYPE	OF REPORTING PERSON							
12	D.								

<sup>&</sup>lt;sup>1</sup> Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

 $<sup>^2</sup>$  Based on 44,784,766 outstanding common shares as of December 31, 2009.

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				-	

1 NAMES OF REPORTING PERSONS    Wealth Treasure Management Limited											
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  (b)  SEC USE ONLY  3  CITIZENSHIP OR PLACE OF ORGANIZATION  British Virgin Islands  SOLE VOTING POWER  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  WITH  8  SHARED VOTING POWER  2,923,576 common shares 3  SOLE DISPOSITIVE POWER  2,923,576 common shares 3  AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,923,576 common shares 3  CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  10  PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  11  TYPE OF REPORTING PERSON	1										
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				REPORTING PERSON							
	12	60									

<sup>&</sup>lt;sup>3</sup> Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

<sup>&</sup>lt;sup>4</sup> Based on 44,784,766 outstanding common shares as of December 31, 2009.

1	NAMES OF REPORTING PERSONS										
	Infinit	Infinity Wealth Holdings Limited									
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP										
2	(a) □ (b) ☑										
3	SEC U	SEC USE ONLY									
4			HIP OR PLACE OF ORGANIZATION								
	British	Virg	in Islands I								
		5	SOLE VOTING POWER								
NUMBE	R OF	3									
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	2,923,576 common shares <sup>5</sup>										
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10											
	PERC	ENT (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)								
11											
	6.5%6										
12	TYPE	OF R	REPORTING PERSON								
14	CO										

<sup>&</sup>lt;sup>5</sup> Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

<sup>&</sup>lt;sup>6</sup> Based on 44,784,766 outstanding common shares as of December 31, 2009.

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1	NAME	NAMES OF REPORTING PERSONS								
1	Walter	Walter Wang Family Trust								
	CHEC	К ТН	IE APPROPRIATE BOX IF A MEMBER OF A GROUP							
2	(a) □ (b) ☑									
3	SEC U	SE O	NLY							
4	CITIZE Cayma		HIP OR PLACE OF ORGANIZATION							
		5	SOLE VOTING POWER							
NUMBE	<u> </u>		0							
SHAR BENEFICI		6	SHARED VOTING POWER							
OWNED			2,923,576 common shares <sup>7</sup>							
EAC		7	SOLE DISPOSITIVE POWER							
REPORT PERSO		/	0							
WITI	Н	0	SHARED DISPOSITIVE POWER							
		8	2,923,576 common shares <sup>7</sup>							
	AGGR	EGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
9	2 023 5	76 o	ommon shares <sup>7</sup>							
			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES							
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	PERCE	NT (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
11	LIKCI	7111	or christian bi miocivi iv now ())							
	6.5%8									
12	TYPE	OF R	REPORTING PERSON							
1-										

<sup>&</sup>lt;sup>7</sup> Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

<sup>8</sup> Based on 44,784,766 outstanding common shares as of December 31, 2009.

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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:

Walter Lin Wang

Wealth Treasure Management Limited

Infinity Wealth Holdings Limited

Walter Wang Family Trust

## Item 2(b) Address of Principal Business Office or, If None, Residence

Walter Lin Wang 8th Floor, Tower E, 6 Gongyuan West St. Jian Guo Men Nei Beijing 100005, China

Wealth Treasure Management Limited Portcullis TrustNet Chambers, P.O. Box 3444 Road Town, Tortola British Virgin Islands

Infinity Wealth Holdings Limited 21 Collyer Quay #09-01, HSBC Building, Singapore 049320

Walter Wang Family Trust 21 Collyer Quay #09-01, HSBC Building, Singapore 049320

## Item 2(c) Citizenship

Walter Lin Wang — People's Republic of China

Wealth Treasure Management Limited — British Virgin Islands

Infinity Wealth Holdings Limited — British Virgin Islands

Walter Wang Family Trust — Cayman Islands

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

Common shares, par value US\$0.01

American Depository Shares, each representing two common shares

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Shared

Sole power to

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

00211V106

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:

Reporting Person Walter Lin Wang	Amount beneficially owned:  2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640	Percent of class: 6.5%	Sole power to vote or direct the vote:	power to vote or to direct the vote:  2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common	dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:  2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common
	common shares)			shares)		shares)
Wealth Treasure Management Limited	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)
Infinity Wealth Holdings Limited	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)
Walter Wang Family Trust	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)

The percentages of ownership set forth above are based on 44,784,766 common shares outstanding as of December 31, 2009.

Wealth Treasure Management Limited is the record holder of the 2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares). Walter Lin Wang is the sole director of Wealth Treasure Management Limited. Wealth Treasure Management Limited is wholly owned by Infinity Wealth Holdings Limited, which is wholly owned by Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands. HSBC International Trustee Limited is trustee of Walter Wang Family Trust. Walter Lin Wang is the settlor and one of the beneficiaries of Walter Wang Family Trust. As trustee of Walter Wang Family Trust, HSBC

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Not applicable.

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International Trustee Limited has indirect voting and dispositive power with respect to the shares. HSBC International Trustee Limited reports its beneficial ownership with respect to the 2,930,576 common shares on its own individual Schedule 13G.									
Item 5. Ownership of Five Percent or Less of	f a Class								
Not applicable.									
Item 6. Ownership of More Than Five Percen	nt on Behalf of Another Person								
Not applicable.									
Item 7. Identification and Classification of St <u>Control Person</u>	ubsidiary Which Acquired the Security Being Report	ed on by the Parent Holding Comp	oany or						
Not applicable.									
Item 8. Identification and Classification of Me	embers of the Group								
Not applicable.									
Item 9. Notice of Dissolution of Group									
Not applicable.									
Item 10. <u>Certifications</u>									

#### **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 12, 2010

Walter Lin Wang

/s/ Walter Lin Wang

Wealth Treasure Management Limited

By: /s/ Walter Lin Wang

Name: Walter Lin Wang

Title: Sole director of Wealth Treasure Management

Limited

Infinity Wealth Holdings Limited

By: Annette Siu Sharnika Wijetunge

Name: Annette Siu & Sharnika Wijetunge

Title: Authorised Signatories of

Infinity Wealth Holdings Limited

Walter Wang Family Trust

By: Annette Siu Sharnika Wijetunge

Name: Annette Siu & Sharnika Wijetunge

Title: Authorised Signatories of

HSBC International Trustee Limited, as trustee

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## LIST OF EXHIBITS

Exhibit No. A Description

A Joint Filing Agreement (incorporated by reference to Exhibit A of the initial Schedule 13G filed with the Securities and Exchange Commission on Febrary 17, 2009)