

OMB APPROVAL

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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. 1)**

ATA Inc.

(Name of Issuer)

Common Shares*
American Depositary Shares
(Title of Class of Securities)

00211V106**
(CUSIP Number)

December 31, 2008
(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 the 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 in 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).

1	NAMES OF REPORTING PERSONS SB Asia Investment Fund II L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 13,462,862 common shares ¹
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 13,462,862 common shares ¹
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,462,862 common shares ¹	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 29.5% ²	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

¹ Includes 12,707,436 common shares and 377,713 ADSs, representing 755,426 common shares.

² Based on 45,675,521 outstanding common shares as of December 31, 2008.

1	NAMES OF REPORTING PERSONS SAIF II GP L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 13,462,862 common shares ³
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 13,462,862 common shares ³
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,462,862 common shares ³	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 29.5% ⁴	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

³ Includes 12,707,436 common shares and 377,713 ADSs, representing 755,426 common shares, held by SB Asia Investment Fund II L.P., the sole general partner of which is SAIF II GP L.P.

⁴ Based on 45,675,521 outstanding common shares as of December 31, 2008.

1	NAMES OF REPORTING PERSONS SAIF Partners II L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 13,462,862 common shares ⁵
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 13,462,862 common shares ⁵
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,462,862 common shares ⁵	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 29.5% ⁶	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

⁵ Includes 12,707,436 common shares and 377,713 ADSs, representing 755,426 common shares, held by SB Asia Investment Fund II L.P., the sole general partner of which is SAIF II GP L.P., the sole general partner of which is SAIF Partners II L.P.

⁶ Based on 45,675,521 outstanding common shares as of December 31, 2008.

1	NAMES OF REPORTING PERSONS SAIF II GP Capital Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 13,462,862 common shares ⁷
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 13,462,862 common shares ⁷
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 13,462,862 common shares ⁷	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 29.5% ⁸	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

⁷ Includes 12,707,436 common shares and 377,713 ADSs, representing 755,426 common shares, held by SB Asia Investment Fund II L.P., the sole general partner of which is SAIF II GP L.P., the sole general partner of which is SAIF Partners II L.P., the sole general partner of which is SAIF II GP Capital Ltd.

⁸ Based on 45,675,521 outstanding common shares as of December 31, 2008.

EXPLANATORY STATEMENT

This Amendment No. 1 is being filed solely to correct the total number of shares of ATA Inc. outstanding, and to amend the percentage of shares beneficially owned by each reporting person to reflect the percentage of such corrected total number of shares outstanding, as reported in the the initial Schedule 13G filed with the Securities and Exchange Commission on February 5, 2009.

Item 1(a) Name of Issuer:

ATA Inc. ("Issuer")

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

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

Item 2(a) Name of Person Filing:

SB Asia Investment Fund II L.P.

SAIF II GP L.P.

SAIF Partners II L.P.

SAIF II GP Capital Ltd.

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

SB Asia Investment Fund II L.P.
c/o M&C Corporate Services Limited
P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman
Cayman Islands

SAIF II GP L.P.
c/o M&C Corporate Services Limited
P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman
Cayman Islands

SAIF Partners II L.P.
c/o M&C Corporate Services Limited
P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman
Cayman Islands

SAIF II GP Capital Ltd.
c/o M&C Corporate Services Limited
P.O. Box 309GT
Ugland House, South Church Street
George Town, Grand Cayman
Cayman Islands

Item 2(c) Citizenship

SB Asia Investment Fund II L.P. — Cayman Islands

SAIF II GP L.P. — Cayman Islands

SAIF Partners II L.P. — Cayman Islands

SAIF II GP Capital Ltd. — Cayman Islands

Item 2(d) Title of Class of Securities:

Common shares, par value US\$0.01

American Depository 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.

Item 4. Ownership(a) Amount Beneficially Owned:

<u>Reporting Person</u>	<u>Amount beneficially owned:</u>	<u>Percent of class:</u>	<u>Sole power to vote or direct the vote:</u>	<u>Shared power to vote or to direct the vote:</u>	<u>Sole power to dispose or to direct the disposition of:</u>	<u>Shared power to dispose or to direct the disposition of:</u>
SB Asia Investment Fund II L.P.	13,462,862 common shares*	29.5%	13,462,862 common shares*	0	13,462,862 common shares*	0
SAIF II GP L.P.	13,462,862 common shares*	29.5%	13,462,862 common shares*	0	13,462,862 common shares*	0
SAIF Partners II L.P.	13,462,862 common shares*	29.5%	13,462,862 common shares*	0	13,462,862 common shares*	0
SAIF II GP Capital Ltd.	13,462,862 common shares*	29.5%	13,462,862 common shares*	0	13,462,862 common shares*	0

* Includes 12,707,436 common shares and 377,713 ADSs, representing 755,426 common shares.

The percentages of ownership set forth above are based on 45,675,521 common shares outstanding as of December 31, 2008.

SAIF II GP Capital Ltd. is the sole general partner of SAIF Partners II L.P., which is the sole general partner of SAIF II GP L.P., which is in turn the sole general partner of SB Asia Investment Fund II L.P., which is the record owner of the common shares.

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.

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, 2009

SB Asia Investment Fund II L.P.

By: /s/ Andrew Y. Yan
Name: Andrew Y. Yan
Title: Director of SAIF II GP Capital Ltd., which is the General Partner of SAIF Partners II L.P., which is the General Partner of SAIF II GP L.P., which is the General Partner of SB Asia Investment Fund II L.P.

SAIF II GP L.P.

By: /s/ Andrew Y. Yan
Name: Andrew Y. Yan
Title: Director of SAIF II GP Capital Ltd., which is the General Partner of SAIF Partners II L.P., which is the General Partner of SAIF II GP L.P.

SAIF Partners II L.P.

By: /s/ Andrew Y. Yan
Name: Andrew Y. Yan
Title: Director of SAIF II GP Capital Ltd., which is the General Partner of SAIF Partners II L.P.

SAIF II GP Capital Ltd.

By: /s/ Andrew Y. Yan
Name: Andrew Y. Yan
Title: Director of SAIF II GP Capital Ltd.

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
A	Joint Filing Agreement (incorporated by reference to Exhibit A of the initial Schedule 13G filed with the Securities and Exchange Commission on February 5, 2009)