

Shanda Games Ltd
Form SC 13G
February 11, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to § 240.13d-2.**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Shanda Games Limited

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.01 per share,

including Class A Ordinary Shares represented by

American Depositary Shares (each representing two Class A Ordinary Shares)

(Title of Class of Securities)

American Depositary Shares: 81941U105

(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 the disclosures provided in a prior cover page.

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).

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EX-99.A JOINT FILING AGREEMENT

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CUSIP No. 81941U105

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1 NAMES OF REPORTING PERSONS
Temasek Holdings (Private) Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER
0*

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER
0*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0*

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)

0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* See Item 4 of this Schedule.

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1 NAMES OF REPORTING PERSONS
Temasek Capital (Private) Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0*

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)

0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* See Item 4 of this Schedule.

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1 NAMES OF REPORTING PERSONS
Seletar Investments Pte Ltd

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Singapore

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0*

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)

0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* See Item 4 of this Schedule.

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1 NAMES OF REPORTING PERSONS
Baytree Investments (Mauritius) Pte Ltd

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Mauritius

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 0*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0*

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)

0%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* See Item 4 of this Schedule.

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Item 1(a). Name of Issuer:

Shanda Games Limited

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

No. 1 Office Building
No. 690 Bibo Road
Pudong New Area
Shanghai 201203
People's Republic of China

Item 2(a). Name of Person Filing:

- (i) Temasek Holdings (Private) Limited (Temasek Holdings).
- (ii) Temasek Capital (Private) Limited (Temasek Capital), a wholly-owned subsidiary of Temasek Holdings.
- (iii) Seletar Investments Pte Ltd (Seletar), a wholly-owned subsidiary of Temasek Capital.
- (iv) Baytree Investments (Mauritius) Pte Ltd (Baytree), which was, prior to April 1, 2010, a wholly-owned subsidiary of Seletar.

Item 2(b). Address of Principal Business Office or, if none, Residence:

- (i) 60B Orchard Road
#06-18 Tower 2,
The Atrium@Orchard,
Singapore 238891
- (ii) 60B Orchard Road
#06-18 Tower 2,
The Atrium@Orchard,
Singapore 238891
- (iii) 60B Orchard Road
#06-18 Tower 2,
The Atrium@Orchard,
Singapore 238891
- (iv) c/o International Management (Mauritius) Limited
Les Cascades Building,
Edith Cavell Street,
Port Louis, Mauritius

Item 2(c). Citizenship:

- (i) Singapore
- (ii) Singapore
- (iii) Singapore
- (iv) Mauritius

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

Class A Ordinary Shares, par value US\$0.01 per share (Shares), including Shares represented by American Depositary Shares (ADSs), each representing two Shares.

Item 2(e). CUSIP Number:

ADSs: 81941U105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Item 4. Ownership.

(a) Amount beneficially owned: 0 Shares (including in the form of ADSs).

Effective April 1, 2010, Seletar transferred its 100% shares of Baytree to Dunearn Investments (Mauritius) Pte Ltd (Dunearn). Dunearn is a wholly-owned subsidiary of Seletar, which in turn is a wholly-owned subsidiary of Temasek Capital, which in turn is a wholly-owned subsidiary of Temasek Holdings. As of April 1, 2010, Baytree directly owned 3,880,768 Shares (in the form of ADSs), representing 2.32% of total Shares outstanding (based on 167,000,000 Shares reported as outstanding as of December 31, 2009 in Shanda Games Limited's annual report on Form 20-F for the financial year ended December 31, 2009 and filed with the Securities and Exchange Commission on April 29, 2010). As of December 31, 2010, Baytree ceased to own any Shares.

(b) Percent of class: 0%

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

(i) Sole power to vote or to direct the vote: 0.

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

Temasek Holdings: 0.
 Temasek Capital: 0.
 Seletar: 0.
 Baytree: 0.

(iii) Sole power to dispose or to direct the disposition of: 0

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

Temasek Holdings: 0.
 Temasek Capital: 0.
 Seletar: 0.
 Baytree: 0.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

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.

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. 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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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

**TEMASEK HOLDINGS
(PRIVATE) LIMITED**

By: /s/ Lena Chia Yue Joo
Name: Lena Chia Yue Joo
Title: Managing Director, Legal &
Regulations

Dated: February 10, 2011

TEMASEK CAPITAL (PRIVATE) LIMITED

By: /s/ Lena Chia Yue Joo
Name: Lena Chia Yue Joo
Title: Director

Dated: February 10, 2011

SELETAR INVESTMENTS PTE LTD

By: /s/ Syn Yi Ming
Name: Syn Yi Ming
Title: Director

Dated: February 10, 2011

**BAYTREE INVESTMENTS
(MAURITIUS) PTE LTD**

By: /s/ Rooksana Shahabally
Name: Rooksana Shahabally
Title: Director

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Exhibit A Joint Filing Agreement, dated February 10, 2011, among Temasek Holdings (Private) Limited, Temasek Capital (Private) Limited, Seletar Investments Pte Ltd and Baytree Investments (Mauritius) Pte Ltd.