

NAM TAI PROPERTY INC.
Form SC 13D/A
November 22, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

NAM TAI PROPERTY INC.
(Name of Issuer)
Common Shares, par value US\$0.01 per share
(Title of Class of Securities)

629865 205
(CUSIP Number)
Mr. Felix LAW
Kaisa Group Holdings Limited
Suite 2001, 20th Floor
Two International Finance Centre
8 Finance Street
Central, Hong Kong
(852) 3900 0988

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to:

Virginia M. Tam
Christopher H. Cunningham
K&L Gates LLP
44th Floor, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong
(852) 2230 3500
November 20, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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).

- (1) Names of reporting person
Kaisa Group Holdings Limited
- (2) Check the appropriate box if a member of a group (see instructions)
(a) (b)
- (3) SEC use only
- (4) Source of funds (see instructions)
WC
- (5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
- (6) Citizenship or place of organization
Cayman Islands
- Number of shares beneficially owned by each reporting person with:
- (7) Sole voting power
None
- (8) Shared voting power
8,823,298 Common Shares
- (9) Sole dispositive power
None
- (10) Shared dispositive power
8,823,298 Common Shares
- (11) Aggregate amount beneficially owned by the reporting person
8,823,298 Common Shares
- (12) Check if the aggregate amount in Row (11)

excludes certain shares (see instructions)

(13) Percent of class represented by amount in
Row (11)

Approximately 24.00%¹

(14) Type of reporting person (see instructions)

CO

¹ Calculated based on 36,763,191 Common Shares of the Issuer outstanding as of July 11, 2017.

- (1) Names of reporting person
 Greater Sail Limited
- (2) Check the appropriate box if a member of a group (see instructions)
 (a) (b)
- (3) SEC use only
- (4) Source of funds (see instructions)
 AF
- (5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
- (6) Citizenship or place of organization
 British Virgin Islands
- Number of shares beneficially owned by each reporting person with:
- (7) Sole voting power
 None
- (8) Shared voting power
 8,823,298 Common Shares
- (9) Sole dispositive power
 None
- (10) Shared dispositive power
 8,823,298 Common Shares
- (11) Aggregate amount beneficially owned by the reporting person
 8,823,298 Common Shares
- (12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)
- (13) Percent of class represented by amount in Row (11)
 Approximately 24.00%²

(14) Type of reporting person (see instructions)

CO

2 Calculated based on 36,763,191 Common Shares of the Issuer outstanding as of July 11, 2017.

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This Amendment No. 5 (“Amendment No. 5”) amends the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) by each of the Reporting Persons on July 12, 2017, as amended and supplemented by Amendment No. 1 filed by the Reporting Persons on August 18, 2017, Amendment No. 2 filed by the Reporting Persons on August 28, 2017, Amendment No. 3 filed by the Reporting Persons on September 26, 2017, and Amendment No. 4 filed by the Reporting Persons on November 15, 2017 relating to the common shares, par value US\$0.01 per share (“Common Shares”) of Nam Tai Property Inc. (the “Issuer”), a company organized under the laws of the British Virgin Islands. The Common Shares are listed on The New York Stock Exchange under the symbol “NTP”. Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein shall have the meaning ascribed to them in the Schedule 13D, unless otherwise defined herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended in pertinent part as follows:

In a series of open market purchases as set forth in Item 5(c), which is incorporated herein by reference, Greater Sail purchased an aggregate of 460,867 Common Shares with an aggregate purchase price of \$5,963,649.32 between November 15, 2017 and November 20, 2017. All of the additional Common Shares were acquired with Kaisa’s working capital.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended in pertinent part as follows:

(a) As of November 22, 2017, Greater Sail beneficially owned 8,823,298 Common Shares, representing approximately 24.00% of the total number of outstanding Common Shares calculated in accordance with the requirements of Rule 13d-3 under the Act. Kaisa, as the indirect parent of Greater Sail, may be deemed to beneficially own 8,823,298 Common Shares.

(b) Each of Kaisa and Greater Sail may be deemed to have shared power to vote and dispose or direct the vote and direct the disposition of 8,823,298 Common Shares.

(c) The following transactions have been effected by Greater Sail in open market purchases since the most recent Schedule 13D was filed:

Trade Date	Number of Common Shares	Average Price Per Common Share
November 15, 2017	\$12.85	199,835
November 16, 2017	\$13.17	51,534
November 17, 2017	\$13.20	15,000
November 20, 2017	\$12.95	194,498

(d) No other person is known by the Reporting Persons to have the right to receive, or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares held by the Reporting Persons.

(e) Not applicable.

Item 7. Material to Be Filed as Exhibits.

1. Joint Filing Agreement dated as of July 12, 2017, by the Reporting Persons (incorporated by reference to the Schedule 13D dated July 12, 2017)
2. Share Purchase Agreement dated as of July 11, 2017, by and among Mr. Ming Kown Koo, Ms. Sui Sin Cho and Kaisa Group Holdings Limited (incorporated by reference to the Schedule 13D dated July 12, 2017)

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:
November
22, 2017

Kaisa Group Holdings
Limited

By: /s/ Felix Law
Name: Felix Law
Title: Authorized
Person

Greater Sail Limited

By: /s/ Felix Law
Name: Felix Law
Title: Authorized
Person