

Ambow Education Holding Ltd.  
Form SC 13G  
February 06, 2012

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

**SCHEDULE 13G**

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

Ambow Education Holding Ltd

(Name of Issuer)

American Depositary Shares each representing two Class A Ordinary Shares, par value \$0.0001 per  
Ordinary Shares

(Title of Class of Securities)

02322P101

(CUSIP Number)

12/31/2011

(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).



CUSIP No. 02322P101

1. Names of Reporting Persons:  
  
OppenheimerFunds, Inc.  
  
IRS No. 13-2527171
2. Check the Appropriate Box if a Member of a Group (See Instructions): Joint filing
3. SEC Use Only
4. Citizenship or Place of Organization:  
Colorado  
Number of Shares Beneficially Owned by Each Reporting Person  
With:  
Sole Voting Power:
5. 0  
Shared Voting Power:
6. 2,690,048  
Sole Dispositive Power:
7. 0  
Shared Dispositive Power:
8. 2,690,048
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
  
2,690,048 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):  
  
25.19%
12. Type of Reporting Person (See Instructions):  
IA



CUSIP No.02322P101

1. Names of Reporting Persons:  
  
IRS Identification No. 93-6305075  
  
Oppenheimer Developing Markets Fund
2. Check the Appropriate Box if a Member of a Group (See Instructions): Joint filing
3. SEC Use Only
4. Citizenship or Place of Organization:  
Massachusetts  
Number of Shares Beneficially Owned by Each Reporting Person  
With:  
Sole Voting Power:
5. 2,272,028  
Shared Voting Power:
6. 0  
Sole Dispositive Power:
7. 0  
Shared Dispositive Power:
8. 2,272,028
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
  
2,272,028 (beneficial ownership disclaimed pursuant to Rule 13d-4 of the Exchange Act of 1934)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):  
  
21.28
12. Type of Reporting Person (See Instructions):  
  
IV



Item:

- 1(a) Name of Issuer:  
Ambow Education Holding Ltd.
- 1(b) Address of Issuer's Principal Executive Offices:  
18<sup>th</sup> Floor, Building A, Chengjian Plaza No. 18,  
BeiTaiPingZhuang Road  
Haidian District, Beijing, 100088
- 2(a) People's Republic of China  
Name of Person Filing:  
(i) OppenheimerFunds, Inc.  
(ii) Oppenheimer Developing Markets Fund
- 2(b) Address of Principal Business Office or, if none, Residence:  
(i) Two World Financial Center  
225 Liberty Street  
New York, NY 10281  
(ii) 6803 South Tucson Way  
Centennial, CO 80112-3924
- 2(c) Citizenship:  
(i) Colorado  
(ii) Massachusetts
- 2(d) Title of Class of Securities:  
American Depositary Shares each representing two Class A  
Ordinary Shares, par value \$0.0001 per Ordinary Shares
- 2(e) CUSIP Number:  
02322P101
- 3 OppenheimerFunds, Inc. is an investment adviser in accordance  
with Rule 13d-1(b)(1)(ii)(E). Oppenheimer Developing Markets  
Fund is an investment company registered under section 8 of the  
Investment Company Act of 1940.
- 4(a) Amount beneficially owned:  
(i) 2,690,048 (beneficial ownership disclaimed pursuant to Rule  
13d-4 of the Exchange Act of 1934)  
(ii) 2,272,028

4(b) Percent of class:

(i) 25.19

(ii) 21.28

4(c)

(i)

(ii)

(iii)

(iv)

Number of shares as to which the person has:

Sole power to vote or to direct the vote:

(a) 0

(b) 0

Shared power to vote or to direct the vote:

(a) 2,690,048

(b) 2,272,028

Sole power to dispose or to direct the disposition of:

(a) 0

(b) 0

Shared power to dispose or to direct the disposition of:

(a) 2,690,048

(b) 2,272,028

5. Ownership of Five Percent or Less of a Class: [ ]

6. Ownership of More than Five Percent on Behalf of Another Person.:

N/A

7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

N/A

8. Identification and Classification of Members of the Group:

N/A

9. Notice of Dissolution of Group:

N/A



10.

Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.



**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.

02/06/2012

Date

/s/ Mark S. Vandehey

Signature

Mark S. Vandehey, Sr. Vice President

and Chief Compliance Officer

Name/Title