

eLong, Inc.
Form 6-K
May 20, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

**For the Month of May 2011
Commission File Number: 000-50984**

eLong, Inc.
(Exact Name of Registrant as Specified in its Charter)
Block B, Xingke Plaza Building
10 Middle Jiuxianqiao Road
Chaoyang District

Beijing 100015, People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): No

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): No

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____

On May 16, 2011, eLong, Inc. (the Company) issued a press release regarding its first quarter 2011 unaudited financial results. On May 17, 2011 (Beijing time), the Company's management team held a conference call to discuss the press release. In addition, on May 17, 2011 (Beijing time), Tencent Holdings Limited (SEHK 00700) (Tencent), Expedia, Inc. and the Company issued a press release regarding Tencent and Expedia's investment in the Company. The information herein and in the press release is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as expressly set forth by specific reference in such filing.

Statements in this document and any exhibits thereto concerning eLong's future business, operating results and financial condition are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the Private Securities Litigation Reform Act of 1995. Words such as anticipate, believe, estimate, expect, forecast, intend, project, predict, should and will and similar expressions as they relate to our company are intended to identify forward-looking statements, but are not the exclusive means of doing so. These forward-looking statements are based upon management's current views and expectations with respect to future events and are not a guarantee of future performance. Furthermore, these statements are, by their nature, subject to a number of risks and uncertainties that could cause our actual performance and results to differ materially from those discussed in the forward-looking statements. Factors that could affect our actual results and cause our actual results to differ materially from those referred in any forward-looking statement include, but are not limited to, eLong's losses sustained in prior years, declines or disruptions in the travel industry, the international financial crisis, slowdown in the PRC economy, an outbreak of bird flu, H1N1 flu, SARS or other disease, eLong's reliance on having good relationships with hotel suppliers and airline ticket suppliers, our reliance on the TravelSky GDS system for our air business, the possibility that eLong will be unable to continue timely compliance with Section 404 or other requirements of the Sarbanes-Oxley Act, the risk that eLong will not be successful in competing against new and existing competitors, risks associated with Expedia, Inc.'s (Nasdaq: EXPE) majority ownership interest and Tencent's minority ownership interest, in eLong, fluctuations in the value of the Renminbi, changes in eLong's management team and other key personnel, changes in third-party distribution partner relationships and other risks mentioned in eLong's filings with the U.S. Securities and Exchange Commission (or SEC), including eLong's Annual Report on Form 20-F. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Exhibits.

- 4.1 Share Purchase Agreement dated as of May 16, 2011 between eLong, Inc. and TCH Sapphire Limited
 - 4.2 Share Purchase Agreement dated as of May 16, 2011 between eLong, Inc. and Expedia Asia Pacific Alpha-Limited
 - 4.3 Investor Rights Agreement dated as of May 16, 2011 among eLong, Inc., TCH Sapphire Limited and Expedia Asia Pacific-Alpha Limited
 - 99.1 Press Release issued by the Company on May 16, 2011: eLong Reports First Quarter 2011 Unaudited Financial Results
 - 99.2 Press Release issued by the Company, Expedia, Inc. and Tencent Holdings Limited on May 17, 2011: Tencent Acquires 16% of eLong in Strategic Investment, Expedia, Inc. Co-invests
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DATED: May 19, 2011

ELONG, INC

By: /s/ Sami Farhad

Name:

Sami Farhad

Title: Vice President & General Counsel