

Wang Walter Lin
Form SC 13G/A
February 12, 2010

Table of Contents

**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, 2009

(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 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 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).

TABLE OF CONTENTS

Item 1(a) Name of Issuer

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

Item 2(a) Name of Person Filing

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

Item 2(c) Citizenship

Item 2(d) Title of Class of Securities

Item 2(e) CUSIP Number

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c)

Item 4. Ownership

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

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on
by the Parent Holding Company or Control Person

Item 8. Identification and Classification of Members of the Group

Item 9. Notice of Dissolution of Group

Item 10. Certifications

SIGNATURE

LIST OF EXHIBITS

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 2 of 10 Pages

NAMES OF REPORTING PERSONS

1
Walter Lin Wang

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
People's Republic of China

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,923,576 common shares¹

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 2,923,576 common shares¹

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,923,576 common shares ¹

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.5%²

TYPE OF REPORTING PERSON

12

IN

¹ Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

² Based on 44,784,766 outstanding common shares as of December 31, 2009.

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 3 of 10 Pages

NAMES OF REPORTING PERSONS

1
Wealth Treasure Management Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
British Virgin Islands

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,923,576 common shares³

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH 2,923,576 common shares³

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,923,576 common shares³

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.5%⁴

TYPE OF REPORTING PERSON

12

CO

³ Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

⁴ Based on 44,784,766 outstanding common shares as of December 31, 2009.

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 4 of 10 Pages

NAMES OF REPORTING PERSONS

1
Infinity Wealth Holdings Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
British Virgin Islands

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 2,923,576 common shares⁵

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH 2,923,576 common shares ⁵

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,923,576 common shares ⁵

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.5%⁶

TYPE OF REPORTING PERSON

12

CO

⁵ Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

⁶ Based on 44,784,766 outstanding common shares as of December 31, 2009.

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 5 of 10 Pages

1 NAMES OF REPORTING PERSONS

Walter Wang Family Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 2,923,576 common shares⁷

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER

2,923,576 common shares⁷

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,923,576 common shares⁷

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

6.5%⁸

TYPE OF REPORTING PERSON

12

OO

⁷ Includes 2,886,936 common shares and 18,320 American Depositary Shares (representing 36,640 common shares) held by Wealth Treasure Management Limited, a British Virgin Islands company wholly owned by Infinity Wealth Holdings Limited and ultimately wholly owned by HSBC International Trustee Limited as trustee of Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands with Walter Lin Wang as the settlor and one of the beneficiaries. Walter Lin Wang is the sole director of Wealth Treasure Management Limited.

⁸ Based on 44,784,766 outstanding common shares as of December 31, 2009.

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 6 of 10 Pages

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:

Walter Lin Wang

Wealth Treasure Management Limited

Infinity Wealth Holdings Limited

Walter Wang Family Trust

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

Walter Lin Wang

8th Floor, Tower E, 6 Gongyuan West St.

Jian Guo Men Nei

Beijing 100005, China

Wealth Treasure Management Limited

Portcullis TrustNet Chambers, P.O. Box 3444

Road Town, Tortola

British Virgin Islands

Infinity Wealth Holdings Limited

21 Collyer Quay #09-01,

HSBC Building,

Singapore 049320

Walter Wang Family Trust

21 Collyer Quay #09-01,

HSBC Building,

Singapore 049320

Item 2(c) Citizenship

Walter Lin Wang People s Republic of China

Wealth Treasure Management Limited British Virgin Islands

Infinity Wealth Holdings Limited British Virgin Islands

Walter Wang Family Trust Cayman Islands

Item 2(d) Title of Class of Securities:

Common shares, par value US\$0.01

American Depository Shares, each representing two common shares

Table of ContentsCUSIP No. 00211V106 **SCHEDULE 13G** Page 7 of 10 Pages**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:**

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or the direct vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Walter Lin Wang	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)
Wealth Treasure Management Limited	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares representing 36,640 common shares)
Infinity Wealth Holdings Limited	2,923,576 common shares (including 2,886,936 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depositary Shares)

Edgar Filing: Wang Walter Lin - Form SC 13G/A

	and 18,320 American Depository Shares representing 36,640 common shares)			and 18,320 American Depository Shares representing 36,640 common shares)		Shares representing 36,640 common shares)
Walter Wang Family Trust	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depository Shares representing 36,640 common shares)	6.5%	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depository Shares representing 36,640 common shares)	0	2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depository Shares representing 36,640 common shares)

The percentages of ownership set forth above are based on 44,784,766 common shares outstanding as of December 31, 2009.

Wealth Treasure Management Limited is the record holder of the 2,923,576 common shares (including 2,886,936 common shares and 18,320 American Depository Shares representing 36,640 common shares). Walter Lin Wang is the sole director of Wealth Treasure Management Limited. Wealth Treasure Management Limited is wholly owned by Infinity Wealth Holdings Limited, which is wholly owned by Walter Wang Family Trust, an irrevocable trust constituted under the laws of the Cayman Islands. HSBC International Trustee Limited is trustee of Walter Wang Family Trust. Walter Lin Wang is the settlor and one of the beneficiaries of Walter Wang Family Trust. As trustee of Walter Wang Family Trust, HSBC

Table of Contents

CUSIP No. 00211V106 **SCHEDULE 13G** Page 8 of 10 Pages
International Trustee Limited has indirect voting and dispositive power with respect to the shares. HSBC International Trustee Limited reports its beneficial ownership with respect to the 2,930,576 common shares on its own individual Schedule 13G.

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.

Table of Contents

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 12, 2010

Walter Lin Wang

/s/ Walter Lin Wang

Wealth Treasure Management Limited

By: /s/ Walter Lin Wang

Name: Walter Lin Wang

Title: Sole director of Wealth Treasure
Management Limited

Infinity Wealth Holdings Limited

By: Annette Siu Sharnika Wijetunge

Name: Annette Siu & Sharnika Wijetunge

Title: Authorised Signatories of
Infinity Wealth Holdings Limited

Walter Wang Family Trust

By: Annette Siu Sharnika Wijetunge

Name: Annette Siu & Sharnika Wijetunge

Title: Authorised Signatories of
HSBC International Trustee Limited, as
trustee

Table of Contents

LIST OF EXHIBITS

Exhibit No.	Description
A	Joint Filing Agreement (incorporated by reference to Exhibit A of the initial Schedule 13G filed with the Securities and Exchange Commission on February 17, 2009)