

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8**REGISTRATION STATEMENT****Under****The Securities Act of 1933****China Lodging Group, Limited**

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**No. 2266 Hongqiao Road
Changning District
Shanghai 200336
People's Republic of China
(86) 21 6195-2011**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**China Lodging Group, Limited Amended and Restated 2007 Global Share Plan
China Lodging Group, Limited Amended and Restated 2008 Global Share Plan
China Lodging Group, Limited Amended and Restated 2009 Share Incentive Plan**
(Full title of the plan)

**CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 604-1666**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Shuang Zhao, Esq.
Shearman & Sterling LLP
c/o 12th Floor, Gloucester
Tower
The Landmark
15 Queen's Road
Central, Hong Kong
(852) 2978-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Ordinary shares, par value US\$0.0001 per share	28,000,000	US\$5.13(4)	US\$143,640,000	US\$16,690.97

(1) The ordinary shares, par value US\$0.0001 per share (the "Ordinary Shares"), of China Lodging Group, Limited (the "Registrant") registered hereunder may be represented by the Registrant's American Depositary Shares ("ADSs"), each of which represents four Ordinary Shares. A separate registration statement on Form F-6 (File No. 333-165402) has been filed on March 11, 2010 for the registration of ADSs evidenced by American Depositary Receipts issuable upon deposit of the Ordinary Shares.

(2) The amount being registered also includes an indeterminate number of Ordinary Shares which may be offered as a result of any share splits, share dividends and anti-dilution provisions and other terms in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

(3) Calculated pursuant to Rules 457(h)(1) and 457(c) under the Securities Act.

- (4) The proposed maximum offering price per share of US\$5.13 is one fourth of the average of the high and low prices of the Registrant's ADSs, each of which represents four Ordinary Shares, as reported in the NASDAQ Global Market on April 14, 2015.
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PART I
INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

This registration statement (the “Registration Statement”) is being filed by the registrant, China Lodging Group, Limited (the “Company” or the “Registrant”), with the Securities and Exchange Commission (the “Commission”) for the purpose of increasing the number of Ordinary Shares to be issued under the Company’s Amended and Restated 2009 Share Incentive Plan (the “Amended and Restated 2009 Plan”) by 28,000,000 shares, pursuant to General Instruction E on Form S-8 (Registration of Additional Securities). On March 26, 2015, during the Company’s 2015 extraordinary general meeting of shareholders, the Company’s shareholders approved an amendment to the Amended and Restated 2009 Plan, to increase the maximum aggregate number of Ordinary Shares which may be issued pursuant to all awards under the Amended and Restated 2009 Plan from 15,000,000 to 43,000,000. Pursuant to General Instruction E of Form S-8, the contents of the Registrant’s registration statement (File No. 333-192295) filed with the Commission on November 13, 2013 and a registration statement (File No. 333-166179) filed with the Commission on April 20, 2010 are hereby incorporated by reference, except as amended hereby.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents of the Registrant filed with the Commission are incorporated herein by reference:

- (a) The Registrant’s latest annual report on Form 20-F filed with the Commission on April 17, 2015;
- (b) The Registrant’s current report on Form 6-K filed on March 27, 2015; and
- (b) The description of the Registrant’s Ordinary Shares and ADSs contained in the Registrant’s Registration Statement on Form 8-A filed with the Commission on March 11, 2010, which incorporates by reference the description of the Registrant’s Ordinary Shares and ADSs set forth under “Description of Share Capital” and “Description of American Depositary Shares” in the Registrant’s prospectus filed with the Commission on March 26, 2010, and any further amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934 (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, and incorporated by reference into, this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, People's Republic of China on April 17, 2015.

China Lodging Group, Limited

By: /s/Qi Ji
Name: Qi Ji
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Qi Ji and Min (Jenny) Zhang, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Qi Ji</u> Name: Qi Ji	Executive Chairman of the Board of Directors, Chief Executive Officer	April 17, 2015
<u>/s/ Min (Jenny) Zhang</u> Name: Min (Jenny) Zhang	President and Chief Financial Officer	April 17, 2015
<u>/s/ John Jiong Wu</u> Name: John Jiong Wu	Director	April 17, 2015
<u>/s/ Tongtong Zhao</u> Name: Tongtong Zhao	Director	April 17, 2015
<u>/s/ Min Fan</u> Name: Min Fan	Director	April 17, 2015
<u>/s/ Joseph Chow</u> Name: Joseph Chow	Director	April 17, 2015
<u>/s/ Qionger Jiang</u> Name: Qionger Jiang	Director	April 17, 2015
<u>/s/ Jian Shang</u> Name: Jian Shang	Director	April 17, 2015

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in Newark, Delaware on April 17, 2015.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	China Lodging Group, Limited Amended and Restated 2007 Global Share Plan, filed as Exhibit 10.1 to the Registrant's Registration Statement on Form F-1 filed on March 5, 2010 and incorporated herein by reference
4.2	China Lodging Group, Limited Amended and Restated 2008 Global Share Plan, filed as Exhibit 10.2 to the Registrant's Registration Statement on Form F-1 filed on March 5, 2010 and incorporated herein by reference
4.3	China Lodging Group, Limited Amended and Restated 2009 Share Incentive Plan, filed as Exhibit 99.2 to the Registrant's Current reports on Form 6-K filed on March 27, 2015 and incorporated herein by reference
5.1	Opinion of Conyers Dill & Pearman (Cayman) Limited, Cayman Islands counsel to the Registrant, regarding the validity of the Ordinary Shares being registered
23.1	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an Independent Registered Public Accounting Firm
23.2	Consent of Conyers Dill & Pearman (Cayman) Limited (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this Registration Statement)

17 April 2015

Matter No.: 820944
Doc Ref: AC/al/101800113
(852) 2842 9531
Anna.Chong@conyersdill.com

China Lodging Group, Limited
2266 Hongqiao Road
Changning District
Shanghai 200336
People's Republic of China

Dear Sirs,

China Lodging Group, Limited (the "Company")

We have acted as special Cayman Islands legal counsel to the Company in connection with the Company's registration statement on form S-8 filed with the Securities and Exchange Commission (the "**Commission**") on 17 April 2015 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 28,000,000 additional Ordinary Shares, par value US\$0.0001 per share (the "**Shares**"), issuable pursuant to an amended and restated 2009 Share Incentive Plan amended and restated with effect on 1 October 2009 and further amended and restated on 26 August 2010 and 26 March 2015 respectively (the "**Plan**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the amended and restated memorandum and articles of association of the Company, copies of the written resolutions of the shareholders of the Company dated 11 October 2009, the minutes of the annual general meeting of the shareholders held on 26 August 2010 and minutes of extraordinary general meeting of the shareholders held on 26 March 2015, the minutes of meetings of the board of directors of the Company held on 29 September 2009, written resolutions of the directors of the Company passed on 3 November 2009 and 27 January 2010 (together, the "**Resolutions**") and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the Resolutions remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (f) that, upon the issue of any Shares, the Company will receive consideration for the exercise price thereof which shall be equal to at least the par value thereof, (g) that on the date of issuance of any of the Shares the Company will have sufficient authorised but unissued shares, and (h) that on the date of issuance of any award under the Plan, the Company will be able to pay its liabilities as they become due.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of the Cayman Islands in good standing (meaning solely that it has not failed to make any filing with any Cayman Islands government authority or to pay any Cayman Islands government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of the Cayman Islands).
2. When issued and paid for in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman

Conyers Dill & Pearman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 17, 2015, relating to the financial statements and financial statement schedules of China Lodging Group, Limited, and the effectiveness of China Lodging Group, Limited's internal control over financial reporting, appearing in the Annual Report on Form 20-F of China Lodging Group, Limited for the year ended December 31, 2014.

/s/Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China

April 17, 2015
