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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

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**China Lodging Group, Limited**

(Exact name of Registrant as specified in its charter)

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**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)

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**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)

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**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)

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*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**

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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 ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☒

Smaller reporting company ☐

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(3)</b>
Ordinary shares, par value US\$0.0001 per share	6,972,184 (4)	US\$1.48 (6)	US\$9,632,225.19	US\$1,240.63
Ordinary shares, par value US\$0.0001 per share	5,027,816 (5)	US\$5.765 (7)	US\$28,985,359.24	US\$3,733.31
<b>Total</b>	<b>12,000,000</b>	<b>N/A</b>	<b>US\$38,617,584.43</b>	<b>US\$4,973.94</b>

- (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) Ordinary Shares available for issuance pursuant to currently outstanding awards under the Registrant’s Amended and Restated 2009 Share Incentive Plan (the “Amended and Restated 2009 Plan”).
- (5) Ordinary Shares available for future issuance under the Amended and Restated 2009 Plan.
- (6) The proposed maximum offering price per share of US\$1.48 is the weighted average exercise price of currently outstanding awards under the Amended and Restated 2009 Plan.
- (7) The proposed maximum offering price per share of US\$5.765 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 November 11, 2013.

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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 12,000,000 shares, pursuant to General Instruction E on Form S-8 (Registration of Additional Securities). On August 26, 2010, during the Company’s 2010 annual 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 3,000,000 to 15,000,000. Pursuant to General Instruction E of Form S-8, the contents of the Registrant’s 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 23, 2013;
- (b) The Registrant’s current reports on Form 6-K filed on August 27, 2010; 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.

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## 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 November 13, 2013.

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.

Signature	Title	Date
/s/ Qi Ji Name: Qi Ji	Executive Chairman of the Board of Directors, Chief Executive Officer	November 13, 2013
/s/ Tuo (Matthew) Zhang Name: Tuo (Matthew) Zhang	Vice Chairman of the Board of Directors	November 13, 2013
/s/ Min (Jenny) Zhang Name: Min (Jenny) Zhang	Chief Financial Officer and Chief Strategy Officer	November 13, 2013
/s/ John Jiong Wu Name: John Jiong Wu	Director	November 13, 2013
/s/ Tongtong Zhao Name: Tongtong Zhao	Director	November 13, 2013
/s/ Joseph Chow Name: Joseph Chow	Director	November 13, 2013
/s/ Yan Huang Name: Yan Huang	Director	November 13, 2013
/s/ Min Fan Name: Min Fan	Director	November 13, 2013

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**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 November 13, 2013.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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 August 27, 2010 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)

13 November 2013

Matter No.: 999989  
Doc Ref: RH/4219879  
(852) 2842 9530  
Richard.Hall@conyersdill.com

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

**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 13 November 2013 (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 12,000,000 additional Ordinary Shares, par value US\$0.0001 per share (the "Shares"), issuable pursuant to (i) an amended and restated 2007 Global Share Plan amended and restated as of 12 December 2007, (ii) an amended and restated 2008 Global Share Plan amended and restated as of 31 October 2008 and (iii) 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 (collectively, the "Plans", 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 Plans. 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 4 February 2007, 15 June 2007, 12 December 2007, 31 October 2008 and 11 October 2009, the minutes of meetings of the board of directors of the Company held on 4 February 2007, 31 October 2008 and 29 September 2009, written resolutions of the directors of the Company passed on 15 June 2007, 11 October 2009, 3 November 2009, 27 January 2010 and 3 November 2013 (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.

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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 Plans 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 Plans, 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 Plans 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 Plans, 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 Cayman) Limited  
Conyers Dill & Pearman (Cayman) Limited



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 relating to the consolidated financial statements and financial statement schedule of China Lodging Group, Limited and the effectiveness of China Lodging Group, Limited's internal control over financial reporting dated April 23, 2013, appearing in the Annual Report on Form 20-F of China Lodging Group, Limited for the year ended December 31, 2012.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP  
Deloitte Touche Tohmatsu Certified Public Accountants LLP  
Shanghai, People's Republic of China  
November 13, 2013