
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)

5th Floor, Block 57, No. 461 Hongcao Road
Xuhui District
Shanghai 200233
People's Republic of China
(86) 21 5153-9477

(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:
Howard Zhang, Esq.
Davis Polk & Wardwell LLP
26/F, Twin Towers (West)
B12 Jian Guo Men Wai Avenue, Chaoyang District
Beijing 100022, China
(86) 10-8567-5000

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	2,168,848 ⁽⁴⁾	US\$0.93 ⁽⁵⁾	US\$2,017,028.64	US\$143.81
Ordinary Shares, par value US\$0.0001 per share	5,835,167 ⁽⁶⁾	US\$1.52 ⁽⁷⁾	US\$8,869,453.84	US\$632.39
Ordinary Shares, par value US\$0.0001 per share	2,352,970 ⁽⁸⁾	US\$1.53 ⁽⁹⁾	US\$3,600,044.10	US\$256.68
Ordinary Shares, par value US\$0.0001 per share	51,462 ⁽¹⁰⁾	US\$3.80 ⁽¹³⁾	US\$195,555.60	US\$13.94
Ordinary Shares, par value US\$0.0001 per share	500,858 ⁽¹¹⁾	US\$3.80 ⁽¹³⁾	US\$1,903,260.40	US\$135.70
Ordinary Shares, par value US\$0.0001 per share	647,030 ⁽¹²⁾	US\$3.80 ⁽¹³⁾	US\$2,458,714.00	US\$175.31
Total	11,556,335	N/A	US\$19,044,056.58	US\$1,357.83

⁽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 issuable upon the vesting of the exercise of outstanding options under the Registrant’s Amended and Restated 2007 Global Share Plan (the “Amended and Restated 2007 Plan”) as of April 15, 2010.

⁽⁵⁾ The proposed maximum offering price per share of US\$0.93 is the weighted average exercise price of outstanding options under the Amended and Restated 2007 Plan as of April 15, 2010.

⁽⁶⁾ Ordinary Shares issuable upon the vesting of the exercise of outstanding options under the Registrant’s Amended and Restated 2008 Global Share Plan (the “Amended and Restated 2008 Plan”) as of April 15, 2010.

⁽⁷⁾ The proposed maximum offering price per share of US\$1.52 is the weighted average exercise price of outstanding options under the Amended and Restated 2008 Plan as of April 15, 2010.

⁽⁸⁾ Ordinary Shares issuable upon the vesting of the exercise of outstanding options under the Registrant’s Amended and Restated 2009 Share Incentive Plan (the “Amended and Restated 2009 Plan”) as of April 15, 2010.

⁽⁹⁾ The proposed maximum offering price per share of US\$1.53 is the weighted average exercise price of outstanding options under the Amended and Restated 2009 Plan as of April 15, 2010.

⁽¹⁰⁾ Ordinary Shares available for the grant of future awards under the Amended and Restated 2007 Plan.

⁽¹¹⁾ Ordinary Shares available for the grant of future awards under the Amended and Restated 2008 Plan.

⁽¹²⁾ Ordinary Shares available for the grant of future awards under the Amended and Restated 2009 Plan.

⁽¹³⁾ The proposed maximum offering price per share of US\$3.80 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 15, 2010.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

The documents containing the information specified in this Item 1 will be sent or given to employees, directors or others as specified by Rule 428(b) (1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information

The documents containing the information specified in this Item 2 will be sent or given to employees, directors or others as specified by Rule 428(b) (1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

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 prospectus filed with the Commission on March 26, 2010 (the "Prospectus") pursuant to Rule 424(b) under the Securities Act, which includes the Registrant's audited financial statements for the year ended December 31, 2009; and
- (b) The description of the Registrant's Ordinary Shares and ADSs contained in the Registrant's Registration Statement on Form 8-A (File No. 001-34656) 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 Prospectus.

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 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's Amended and Restated Memorandum and Articles of Association, which was filed as Exhibit 3.2 to the Registrant's Registration Statement on Form F-1 filed on March 12, 2010 (File No. 333-165247), provides for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except through their own dishonesty or fraud.

The Registrant has entered into indemnification agreements with each of its directors and executive officers, a form of which was filed as Exhibit 10.4 to the Registrant's Registration Statement on Form F-1 filed on March 5, 2010 (File No. 333-165247), whereby the Registrant agrees to indemnify its directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or executive officer.

The Registrant also maintains a directors and officers liability insurance policy for its directors and officers.

Item 7. Exemption from Registration Claimed

Not applicable.

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.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 20, 2010.

China Lodging Group, Limited

By: /s/Tuo (Matthew) Zhang

Name: Tuo (Matthew) Zhang

Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Tuo (Matthew) Zhang 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	April 20, 2010
<u>/s/ Tuo (Matthew) Zhang</u> Name: Tuo (Matthew) Zhang	Chief Executive Officer (principal executive officer)	April 20, 2010
<u>/s/ Min (Jenny) Zhang</u> Name: Min (Jenny) Zhang	Chief Financial Officer (principal financial and accounting officer)	April 20, 2010
<u>/s/ John Jiong Wu</u> Name: John Jiong Wu	Director	April 20, 2010
<u>/s/ Tongtong Zhao</u> Name: Tongtong Zhao	Director	April 20, 2010
<u>/s/ Ping Ping</u> Name: Ping Ping	Director	April 20, 2010
<u>/s/ Yan Huang</u> Name: Yan Huang	Director	April 20, 2010
<u>/s/ Min Fan</u> Name: Min Fan	Director	April 20, 2010

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 20, 2010.

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 (File No. 333-165247) 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 (File No. 333-165247) and incorporated herein by reference
4.3	China Lodging Group, Limited Amended and Restated 2009 Share Incentive Plan, filed as Exhibit 10.3 to the Registrant's Registration Statement on Form F-1 filed on March 5, 2010 (File No. 333-165247) and incorporated herein by reference
5.1	Opinion of Conyers Dill & Pearman, Cayman Islands counsel to the Registrant, regarding the validity of the Ordinary Shares being registered
23.1	Consent of Deloitte Touche Tohmatsu CPA Ltd., an Independent Registered Public Accounting Firm
23.2	Consent of Conyers Dill & Pearman (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this Registration Statement)

20 April, 2010

China Lodging Group, Limited
5th Floor, Block 57
No. 461, Hongcao Road
Shanghai 200233
People's Republic of China

DIRECT LINE:
E-MAIL
OUR REF:
YOUR REF:

852 2842 9550
Brian.lee@conyersdillandpearman.com
BLHK/rc/324751(M#873821)

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 20 April, 2010 (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 11,556,335 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 (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 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 Plans and other documents reviewed by us, (d) that the

China Lodging Group, Limited
20 April, 2010

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
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 report relating to the financial statements and financial statement schedules of China Lodging Group, Limited dated February 2, 2010 (March 5, 2010 as to Note 21) (which report expresses an unqualified opinion on the financial statements and financial statement schedules and includes explanatory paragraphs referring to (i) the adoption of FASB Accounting Standards Codification 810-10-65, "Consolidation —Overall — Transition and Open Effective Date Information" (previously Statement of Financial Accounting Standards No. 160, "Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51"), effective January 1, 2009 and (ii) the translation of Renminbi amounts to U.S. dollar amounts for the convenience of the readers in the United States of America), and contained in Registration Statement No. 333-165247 of China Lodging Group, Limited on Form F-1.

/s/ Deloitte Touche Tohmatsu CPA Ltd.
Deloitte Touche Tohmatsu CPA Ltd.
Shanghai, China

April 20, 2010