

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-05-16**
SEC Accession No. [0001144204-13-029880](#)

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SUBJECT COMPANY

Yongye International, Inc.

CIK: **1398551** | IRS No.: **208051010** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-84050** | Film No.: **13850738**
SIC: **2870** Agricultural chemicals

Mailing Address
6TH FLR, STE 608 XUE
YUAN INT'L TOWER
NO. 1 ZHICHUN
ROAD, HAIDIAN DISTRICT,
BEIJING, F4 000000

Business Address
6TH FLR, STE 608 XUE
YUAN INT'L TOWER
NO. 1 ZHICHUN
ROAD, HAIDIAN DISTRICT,
BEIJING, F4 000000
86-10-8232-8866

FILED BY

Full Alliance International LTD

CIK: **1437689** | IRS No.: **000000000** | State of Incorporation: **D8** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
RM 1701, WING TUCK
COMMERCIAL CENTRE
183 WING LOK STREET
SHEUNG WAN K3 00000

Business Address
RM 1701, WING TUCK
COMMERCIAL CENTRE
183 WING LOK STREET
SHEUNG WAN K3 00000
63869886

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Information to be Included in Statements Filed Pursuant to Rule 13d-1(a) and Amendments Thereto Filed Pursuant to Rule
13d-2(a)

YONGYE INTERNATIONAL, INC.

(Name of Issuer)

Common Stock, par value US\$0.001 per share

(Title of Class of Securities)

98607B106

(CUSIP Number)

Zhong Xingmei
Full Alliance International Limited
Room 1701, Wing Tuck Commercial Centre,
183 Wing Lok Street
Sheung Wan, Hong Kong
+(852) 2572 3986

Wu Zishen
c/o Yongye International, Inc.
Suite 608, Xue Yuan International Tower,
No. 1 Zhichun Road, Haidian District
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+(86) 10 8232 8866

With a copy to:

Peter X. Huang
Skadden, Arps, Slate, Meagher & Flom LLP
30th Floor, China World Office 2
No. 1, Jianguomenwai Avenue
Beijing 100004, People's Republic of China
+(86) 10 6535-5599

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 15, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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.

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*).

CUSIP No.	98607B106
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1.	NAME OF REPORTING PERSON: Full Alliance International Limited	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS BK, OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 7,657,704
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 7,657,704
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,657,704	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> ¹	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.1% ²	
14.	TYPE OF REPORTING PERSON CO	

1 Excludes 1,155,000 shares of Common Stock beneficially owned by Mr. Wu, 6,858,136 shares of Common Stock beneficially owned by Morgan Stanley, and 20,000 shares of Common Stock beneficially owned by Abax.

2 Percentage calculated based on 50,685,216 shares of Common Stock outstanding as of May 7, 2013, as set forth in the Issuer's Form 10-Q dated May 10, 2013.

CUSIP No.	98607B106
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1.	NAME OF REPORTING PERSON: Zhong Xingmei	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS BK, OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION Canada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 7,657,704
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 7,657,704
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,657,704	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> ¹	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 15.1% ²	
14.	TYPE OF REPORTING PERSON IN	

1 Excludes 1,155,000 shares of Common Stock beneficially owned by Mr. Wu, 6,858,136 shares of Common Stock beneficially owned by Morgan Stanley, and 20,000 shares of Common Stock beneficially owned by Abax.

2 Percentage calculated based on 50,685,216 shares of Common Stock outstanding as of May 7, 2013, as set forth in the Issuer's Form 10-Q dated May 10, 2013.

CUSIP No.	98607B106
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1.	NAME OF REPORTING PERSON: Wu Zishen	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS BK, PF, OO	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION People's Republic of China	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,155,000
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 1,155,000
	10.	SHARED DISPOSITIVE POWER 0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,155,000	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> ¹	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.3% ²	
14.	TYPE OF REPORTING PERSON IN	

1 Excludes 7,657,704 shares of Common Stock beneficially owned by Full Alliance and Ms. Zhong, 6,858,136 shares of Common Stock beneficially owned by Morgan Stanley, and 20,000 shares of Common Stock beneficially owned by Abax.

2 Percentage calculated based on 50,685,216 shares of Common Stock outstanding as of May 7, 2013, as set forth in the Issuer's Form 10-Q dated May 10, 2013.

This amendment No. 2 (“Amendment No. 2”) relates to the common stock, par value \$0.001 per share (the “Company Common Stock”), of Yongye International, Inc., a Nevada corporation (the “Company” or the “Issuer”). This Amendment No. 2 is being filed jointly by Full Alliance International Limited (“Full Alliance”), Zhong Xingmei (“Ms. Zhong”), and Wu Zishen (“Mr. Wu,” together with Full Alliance and Ms. Zhong, the “Reporting Persons”) to amend and supplement the Items set forth below of the Reporting Persons’ Schedule 13D previously filed with the Securities and Exchange Commission (the “SEC”) on October 16, 2012 (as amended by the amendment No. 1 to the Schedule 13D filed on December 28, 2012, the “Schedule 13D”). Except as provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

On April 1, 2013, Abax HK extended the expiration date of the Mezzanine Commitment Letter to April 15, 2013. On April 16, 2013, Abax HK further extended the expiration date to May 15, 2013. In light of the suspension of the trading of the Company Common Stock by NASDAQ Stock Market, on May 15, 2013 Abax HK delivered a letter to Full Alliance (the “Abax Letter”), indicating its continuing interest in pursuing the proposed going private transaction relating to the Issuer as described in the Proposal Letter, and its intention to re-engage in the going private transaction as soon as the trading suspension is lifted.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

On May 15, 2013, Full Alliance received the Abax Letter from Abax HK.

The descriptions in Item 3 herein of the agreement listed in this Item 6 are incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 7.01: Joint Filing Agreement by and among the Reporting Persons, dated as of October 15, 2012 (incorporated by reference to Exhibit 7.01 of the Schedule 13D filed by the Reporting Persons on October 16, 2012).

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 16, 2013

/s/ Zhong Xingmei

ZHONG XINGMEI

FULL ALLIANCE INTERNATIONAL LIMITED

By: /s/ Zhong Xingmei

Name: ZHONG XINGMEI

Title: Director

/s/ Wu Zishen

WU ZISHEN