

MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD
 Form 4
 July 24, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORGAN STANLEY

2. Issuer Name and Ticker or Trading Symbol
Yongye International, Inc. [YONG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1585 BROADWAY,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

See Explanation of Responses

NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | (A) or (D) | Code V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | AN Nu Sh |
|--|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|----------------|
| Series A Convertible Preferred Stock, par value \$0.001 | \$ 0 | 07/22/2013 | A | 425,568 | | | | | 07/22/2013 ⁽⁶⁾ | 06/09/2016 | Common stock | 4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MS HOLDINGS INC 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, INC. 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C. 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MORGAN STANLEY PRIVATE EQUITY ASIA III LP 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III LP 1585 BROADWAY NEW YORK, NY 10036 | X | X | | See Explanation of Responses |
| MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005 | X | X | | See Explanation of Responses |
| MSPEA AGRICULTURE HOLDING LTD C/O WALKERS CORPORATE SERVICES LIMITED WALKER HOUSE, 87 MARY STREET | X | X | | See Explanation of Responses |

GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005

Signatures

| | |
|---|------------|
| MORGAN STANLEY, By: /s/ Dennine Bullard, Authorized Signatory | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MS HOLDINGS INCORPORATED, By: /s/ Harvey Bertram Mogenson, Director / President | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, INC., By: /s/ Alan K. Jones, President | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C., By: /s/ Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, L.P., By: /s/ Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III, L.P., By: /s/ Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: /s/ Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD, By: /s/ Alan K. Jones, Sole Director | 07/24/2013 |
| __Signature of Reporting Person | Date |
| MSPEA AGRICULTURE HOLDING LIMITED, By: /s/ Alan K. Jones, Sole Director | 07/24/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This form is filed by (i) Morgan Stanley, a Delaware corporation ("MS Parent"), (ii) MS Holdings Incorporated, a Delaware corporation ("MS Holdings"), (iii) Morgan Stanley Private Equity Asia III, Inc., a Delaware corporation ("MS Inc"), (iv) Morgan Stanley Private Equity Asia III, L.L.C., a Delaware limited liability company ("MS LLC"), (v) Morgan Stanley Private Equity Asia III, L.P., a Cayman

- (1) Islands limited partnership ("MS LP"), (vi) Morgan Stanley Private Equity Asia Employee Investors III, L.P., a Cayman Islands limited partnership ("MS Employee"), (vii) Morgan Stanley Private Equity Asia III Holdings (Cayman) Ltd, a Cayman Islands limited liability company ("MSPEA Holdings") and (viii) MSPEA Agriculture Holding Limited, a Cayman Islands limited liability company ("MSPEA") (collectively, the "Reporting Persons"). (cont'd in FN2)

(cont'd from FN1)MS Holdings is a wholly owned subsidiary of MS Parent. MS Inc is a wholly owned subsidiary of MS Holdings and is the managing member of MS LLC. MS LLC is the general partner of both MS LP and MS Employee. MS LP holds 92.13% of MSPEA Holdings and MS Employee holds 7.87% of MSPEA Holdings. MSPEA Holdings owns 100% of MSPEA.

- (3) MSPEA is the record holder of 6,505,113 shares of Series A Convertible Preferred Stock par value \$0.001 of the Issuer (the "Preferred Shares"). MS Parent may be deemed to beneficially own Preferred Shares beneficially owned by operating units (collectively, the "MS Reporting Units") of MS Parent, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any,

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beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998).(cont'd in FN4)

- (cont'd from FN3) Neither the filing of this Form 4 nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any such Preferred Shares for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose, and each of the Reporting Persons expressly disclaims the beneficial ownership thereof except to the extent of its pecuniary interest therein, if any. MSPEA's nominee to the Issuer's board of directors, Mr. Homer Sun, became one of the Issuer's directors on June 9, 2011 and was reappointed on June 8, 2012. By virtue of Mr. Homer Sun being one of the Issuer's directors, each of the Reporting Persons is a director by deputization.
- (4) The 425,568 shares of the Preferred Shares being reported on this Form 4 were issued as paid-in-kind dividends pursuant to the Certificate of Designation governing the Preferred Shares.
 - (5) The Preferred Shares may be converted into Common Stock at any time at the holder's election. The Preferred Shares will convert into Common Stock automatically upon the 5th anniversary of the initial issuance, which will be on June 9, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.