

Yongye International, Inc.
Form 3
June 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MORGAN STANLEY | | (Month/Day/Year) | Yongye International, Inc. [YONG] | |
| (Last) | (First) | (Middle) | 06/09/2011 | |
| 1585 BROADWAY, A | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, A NY A 10036 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| | | | <input checked="" type="checkbox"/> Other | |
| | | | (give title below) (specify below) | |
| | | | See explanation of responses | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.001 <u>(1)</u> <u>(2)</u> | 37,800 <u>(1)</u> <u>(2)</u> | I | See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares (I)
(Instr. 5)

Reporting Owners

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

Signatures

| | |
|--|------------|
| MORGAN STANLEY, By: /s/ Christina Huffman, Authorized Signatory | 06/10/2011 |
| **Signature of Reporting Person | Date |
| MS HOLDINGS INCORPORATED, By: /s/ Harvey Bertram Mogenson, Director/President | 06/10/2011 |
| **Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, INC., By: /s/ Alan K. Jones, President | 06/10/2011 |
| **Signature of Reporting Person | Date |

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|---|------------|
| MORGAN STANLEY PRIVATE EQUITY ASIA III, L.L.C., By: Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 06/10/2011 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III, L.P., By: Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 06/10/2011 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA EMPLOYEE INVESTORS III, L.P., By: Morgan Stanley Private Equity Asia III, L.L.C., its general partner, By: Morgan Stanley Private Equity Asia III, Inc., its sole member, By: /s/ Alan K. Jones, President | 06/10/2011 |
| __Signature of Reporting Person | Date |
| MORGAN STANLEY PRIVATE EQUITY ASIA III HOLDINGS (CAYMAN) LTD, By: /s/ Alan K. Jones, Sole Director | 06/10/2011 |
| __Signature of Reporting Person | Date |
| MSPEA AGRICULTURE HOLDING LIMITED, By: /s/ Alan K. Jones, Sole Director | 06/10/2011 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) 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 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"). 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.

(2) (cont'd from FN1) 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. MSPEA has affirmed the appointment of its nominee to the Issuer's board of directors, Mr. Homer Sun, who became one of the Issuer's directors on June 9, 2011. By virtue of Mr. Homer Sun being one of the Issuer's directors, each of the Reporting Persons is a director by deputization.

(3) MS Parent may be deemed to beneficially own 37,800 shares of Common Stock beneficially owned by other operating units (collectively, the "MS Reporting Units") of MS Parent, its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, 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). Neither the filing of this Form 3 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 shares of Common Stock 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.

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.