

iKang Healthcare Group, Inc.  
Form S-8  
March 06, 2015

As filed with the Securities and Exchange Commission on March 6, 2015

Registration No. 333-

**UNITED STATES  
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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**IKANG HEALTHCARE GROUP, INC.**

(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 No.)

**B-6F, Shimao Tower**

**92A Jianguo Road**

**Chaoyang District, Beijing 100022**

**The People's Republic of China**

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(Address of principal executive offices, including zip code)

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**iKang Healthcare Group, Inc. Option Offering Agreements**

(Full title of the plan)

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**Law Debenture Corporate Services Inc.**

**400 Madison Avenue, Suite 4D**

**New York, NY 10017**

**+1 212 750 6474**

(Name, address and telephone number, including area code, of agent for service)

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**Copies to:**

**Yang Chen**

Chief Financial Officer

iKang Healthcare Group, Inc.

B-6F, Shimao Tower

92A Jianguo Road

Chaoyang District, Beijing 100022

The People's Republic of China

+86 10-5320-8608

**Howard Zhang, Esq.**

**Li He, Esq.**

Davis Polk & Wardwell LLP

2201 China World Office 2

1 Jian Guo Men Wai Avenue

Chao Yang District

Beijing 100004,

The People's Republic of China

+86 10-8567-5000

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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):

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|                         |   |   |                           |   |
|-------------------------|---|---|---------------------------|---|
| Large accelerated filer | o |   | Accelerated filer         | o |
| Non-accelerated filer   | x | (Do not check if a smaller reporting company) | Smaller reporting company | o |

### CALCULATION OF REGISTRATION FEE

| Title of securities to be registered(1)                     | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|-------------------------|---|---|----------------------------|
| Class A common shares, par value US \$0.01 per common share | 300,000(2)              | \$16.18(3)                                | \$4,854,000                               | \$564.03                   |

(1) These Class A common shares may be represented by the Registrant's American depositary shares (ADSs). Each Class A common share is represented by two ADSs. The Registrant's ADSs issuable upon deposit of the Class A common shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-194786).

(2) This registration statement covers 300,000 Class A common shares, \$0.01 par value, of iKang Healthcare Group, Inc. (the Company) issuable upon exercise of an outstanding option granted under an option offering agreement between the Company and an option holder (the Agreement). In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional securities which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the Agreement.

(3) The proposed maximum offering price per share represents the exercise price of the outstanding option under the Agreement.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\***

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants in iKang Healthcare Group, Inc.'s stock option plans covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed with the Securities and Exchange Commission (the "Commission") by iKang Healthcare Group, Inc. (the "Registrant") are incorporated herein by reference.

- (1) The Registrant's annual report on Form 20-F filed with the Commission on July 25, 2014, including any amendment subsequently filed; and
- (2) The description of the Registrant's common shares contained in the Registrant's registration statement on Form 8-A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") filed on April 7, 2014, as modified by any amendment or report filed for the purpose of updating such description (File No. 001-36403).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold,

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shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document 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 incorporated or 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 superseded, to constitute a part of this Registration Statement.

### **ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

### **ITEM 5. INTEREST 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 provide for

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indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except through their own dishonesty or fraud.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.4 to the Registrant's registration statement on Form F-1, as amended (File No. 333-194263), the Registrant has agreed to indemnify its directors and officers against, to the fullest extent permitted by applicable law, any and all expenses and liabilities actually and reasonably incurred by reason of such director's or officer's corporate status.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

### **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

### **ITEM 8. EXHIBITS**

See the attached Exhibit Index.

### **ITEM 9. REQUIRED 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 the 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 the Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the 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 periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the 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 Section 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 foregoing provisions, 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.

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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 Beijing, China, on March 6, 2015.

IKANG HEALTHCARE GROUP, INC.

By: /s/ LIGANG ZHANG  
Name: Ligang Zhang  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Ligang Zhang and Yang Chen, 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 re-substitution, 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 March 6, 2015.

| Signature                                | Title   |
|--|---|
| /s/ LIGANG ZHANG<br>Ligang Zhang         | Chairman and Chief Executive Officer<br>(principal executive officer)   |
| /s/ YANG CHEN<br>Yang Chen               | Chief Financial Officer<br>(principal financial and accounting officer) |
| /s/ BOQUAN HE<br>Boquan He               | Director  |
| /s/ QING LIU<br>Qing Liu                 | Independent Director  |
| /s/ DAVID YING ZHANG<br>David Ying Zhang | Independent Director  |
| /s/ FEIYAN HUANG                         | Director  |

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Feiyan Huang

/s/ MINJIAN SHI  
Minjian Shi

Director

/s/ THOMAS MCCOY ROBERTS  
Thomas McCoy Roberts

Independent Director

/s/ DAQING QI  
Daqing Qi

Independent Director

/s/ RUBY LU  
Ruby Lu

Independent Director

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement in New York, on March 6, 2015.

Law Debenture Corporate Services Inc.

By: */s/ Giselle Manon*  
Name: Giselle Manon  
Title: Service of Process Officer

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**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 4.1                   | Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's registration statement on Form F-1, as amended, filed on March 21, 2014) (Securities Act File No. 333-194263)   |
| 4.2                   | Registrant's Specimen Certificate for Class A Common Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended, filed on March 21, 2014) (Securities Act File No. 333-194263)  |
| 4.3                   | Deposit Agreement among the Registrant, JPMorgan Chase Bank, N.A. as depositary, and holders and beneficial owners of American Depositary Shares issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form F-1, as amended, filed on March 21, 2014) (Securities Act File No. 333-194263) |
| 4.4                   | Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 4.3)  |
| 5.1*                  | Opinion of Conyers Dill & Pearman (Cayman) Limited, Cayman Islands counsel to the Registrant, regarding the legality of the securities 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 signature page hereof)  |

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\* Filed herewith

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