

Giant Interactive Group Inc.
Form SC 13G
January 31, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Giant Interactive Group Inc.

(Name of Issuer)

Ordinary Shares*

(Title of Class of Securities)

374511103**

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

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.

* Not for trading, but only in connection with the registration of American Depositary Shares each representing 1 ordinary share.

** This CUSIP applies to the American Depositary Shares.

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. 374511103

SCHEDULE 13G

Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS/

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Yuzhu Shi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

People's Republic of China

5 ☐ SOLE VOTING POWER

NUMBER OF

126,690,687¹

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

126,690,687

8 ☐ SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

126,690,687

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

49.0%

12 TYPE OF REPORTING PERSON*

IN

¹ Includes (i) 102,000,000 ordinary shares held by Union Sky Holding Group Limited, a company owned by Mr. Yuzhu Shi; and (ii) 24,690,687 ordinary shares held by Vogel Holding Group Limited, a company owned by Yuzhu Shi's daughter, Ms. Jing Shi, for which Mr. Shi exercises sole voting and dispositive power.

CUSIP No. 374511103

SCHEDULE 13G

Page 3 of 9 Pages

1 NAMES OF REPORTING PERSONS/

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Union Sky Holding Group Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 ☐ SOLE VOTING POWER

NUMBER OF

102,000,000

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

102,000,000

8 ☐ SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

102,000,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

39.4%

12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 374511103

SCHEDULE 13G

Page 4 of 9 Pages

1 NAMES OF REPORTING PERSONS/

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Vogel Holding Group Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐(b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 ☐ SOLE VOTING POWER

NUMBER OF

24,690,687

SHARES

6 ☐ SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0

EACH

7 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON

24,690,687

8 ☐ SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,690,687

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.5%

12 TYPE OF REPORTING PERSON*

CO

CUSIP No. 374511103

SCHEDULE 13G

Page 5 of 9 Pages

Item 1 (a) Name of Issuer:

Giant Interactive Group Inc. (Issuer)

Item 1 (b) Address of Issuer's Principal Executive Offices:

2/F No. 29 Building, 396 Guilin Road, Shanghai, 200233, People's Republic of China

Item 2 (a) Name of Person Filing:

Yuzhu Shi

Union Sky Holding Group Limited

Vogel Holding Group Limited

Item 2 (b) Address of Principal Business Office or, If None, Residence; Citizenship

Yuzhu Shi

c/o Giant Interactive Group Inc.

2/F No. 29 Building

396 Guilin Road

Shanghai, 200233

People's Republic of China

Union Sky Holding Group Limited

P.O. Box 957

Offshore Incorporations Centre

Road Town, Tortola

British Virgin Islands

Vogel Holding Group Limited

P.O. Box 957

Offshore Incorporations Centre

Road Town, Tortola

British Virgin Islands

Item 2 (c) Citizenship

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Yuzhu Shi - People's Republic of China

Union Sky Holding Group Limited - British Virgin Islands

Vogel Holding Group Limited - British Virgin Islands

Item 2 (d)

Title of Class of Securities:

Ordinary shares, par value US\$0.0000002

American Depositary Shares

Item 2 (e)

CUSIP Number:

374511103

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

Item 4. Ownership(a) Amount Beneficially Owned:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Yuzhu Shi	126,690,687	49.0%	126,690,687	0	126,690,687	0
	ordinary		ordinary		ordinary	
	shares		shares		shares	
Union Sky Holding Group Limited	102,000,000	39.4%	102,000,000	0	102,000,000	0
	ordinary		ordinary		ordinary	
	shares		shares		shares	
Vogel Holding Group Limited	24,690,687	9.5%	24,690,687	0	24,690,687	0
	ordinary		ordinary		ordinary	
	shares		shares		shares	

The percentages of ownership set forth above are based on 258,670,626 ordinary shares outstanding as of December 31, 2007.

Union Sky Holding Group Limited is the record owner of 102,000,000 ordinary shares of the Issuer. Yuzhu Shi is the sole shareholder of Union Sky Holding Group Limited, and thereby may be deemed to beneficially own all of the shares held by Union Sky Holding Group Limited.

Vogel Holding Group Limited is the record owner of 24,690,687 ordinary shares of the Issuer. Vogel Holding Group Limited is owned by Mr. Shi's daughter, Ms. Jing Shi. However, Mr. Shi exercises sole voting power and dispositive power for the shares, and thereby may be deemed to beneficially own all of the shares held by Vogel Holding Group Limited.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

CUSIP No. 374511103

**SCHEDULE 13G
SIGNATURE**

Page 7 of 9 Pages

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. In addition, by signing below, the undersigned agrees that this Schedule 13G may be filed jointly on behalf of each of the Reporting Persons.

Dated: January 31, 2008

Yuzhu Shi

/s/ Yuzhu Shi

Union Sky Holding Group Limited

By: /s/ Yuzhu Shi

Name: Yuzhu Shi

Title: Director

Vogel Holding Group Limited

By: /s/ Yuzhu Shi

Name: Yuzhu Shi

Title: Authorized Signatory

CUSIP No. 374511103

**SCHEDULE 13G
LIST OF EXHIBITS**

Page 8 of 9 Pages

Exhibit No.	Description
A	Joint Filing Agreement