

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

SCHEDULE 13G/A  
Amendment No. 5

Under the Securities Exchange Act of 1934\*

China Cord Blood Corporation  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

698659109  
(CUSIP Number)

December 31, 2012  
(Date of Event Which Requires Filing of this Statement)

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 the disclosures provided in a prior cover page.

The information required in 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 (the "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. 698659109
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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
JCF CO LF, L.P. (45-3936411)

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

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**3** SEC USE ONLY

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**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 1,933,211
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 1,933,211

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**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,933,211\* (see Item 4)

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions)   
Not Applicable

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
2.64%\*\*

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**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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\* JCF CO LF, L.P. acquired these shares from Jayhawk China Fund (Cayman), Ltd. in exchange for interests in JCF CO LF, L.P.

\*\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

CUSIP No. 698659109
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<b>1</b>	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Jayhawk Capital Management, L.L.C. (48-1172612)
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<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
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<b>3</b>	SEC USE ONLY
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<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 1,933,211
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 1,933,211

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<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,933,211 (see Item 4)
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<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> Not Applicable
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<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.64%*
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<b>12</b>	OO
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\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

CUSIP No. 698659109
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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Jayhawk Private Equity Fund II, L.P. (26-1692972)

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

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**3** SEC USE ONLY

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**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH:

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**5** SOLE VOTING POWER  
0

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**6** SHARED VOTING POWER  
5,973,513

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**7** SOLE DISPOSITIVE POWER  
0

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**8** SHARED DISPOSITIVE POWER  
5,973,513

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**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,973,513 (see Item 4)

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions)   
Not Applicable

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.16%\*

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**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

CUSIP No. 698659109
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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Jayhawk Private Equity GP II, L.P. (26-1692915)

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

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**3** SEC USE ONLY

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**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER 0
	<b>6</b>	SHARED VOTING POWER 5,973,513
	<b>7</b>	SOLE DISPOSITIVE POWER 0
	<b>8</b>	SHARED DISPOSITIVE POWER 5,973,513

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**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,973,513 (see Item 4)

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions)   
Not Applicable

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.16%\*

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**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

CUSIP No. 698659109
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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Jayhawk Private Equity, LLC (26-1692786)

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

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**3** SEC USE ONLY

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**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH:

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**5** SOLE VOTING POWER  
0

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**6** SHARED VOTING POWER  
5,973,513

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**7** SOLE DISPOSITIVE POWER  
0

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**8** SHARED DISPOSITIVE POWER  
5,973,513

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**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,973,513 (see Item 4)

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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions)   
Not Applicable

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
8.16%\*

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**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

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\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

CUSIP No. 698659109
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only) Kent C. McCarthy
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
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3	SEC USE ONLY
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4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 7,906,724*
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 7,906,724*

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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,906,724* (see Item 4)
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10	CHECK IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/> Not Applicable
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 10.81%**
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12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN
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\* Includes 1,933,211 shares of common stock, par value \$0.0001 per share, held by JCF CO LF, L.P. and 5,973,513 shares of common stock, par value \$0.0001 per share, held by Jayhawk Private Equity Fund II, L.P.

\*\* Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

**Item 4 Ownership:**

The information below is as of December 31, 2012.

(a) Amount beneficially owned:

1. JCF CO LF, L.P.: 1,933,211
2. Jayhawk Capital Management, L.L.C.: 1,933,211
3. Jayhawk Private Equity Fund II, L.P.: 5,973,513
4. Jayhawk Private Equity GP II, L.P.: 5,973,513
5. Jayhawk Private Equity, LLC: 5,973,513
6. Kent C. McCarthy: 7,906,724\*

(b) Percent of class:

1. JCF CO LF, L.P.: 2.64%
2. Jayhawk Capital Management, L.L.C.: 2.64%
3. Jayhawk Private Equity Fund II, L.P.: 8.16%
4. Jayhawk Private Equity GP II, L.P.: 8.16%
5. Jayhawk Private Equity, LLC: 8.16%
6. Kent C. McCarthy: 10.81%

Percent of class is based on 73,140,147 outstanding shares of common stock, par value \$0.0001 per share.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1. JCF CO LF, L.P.: 0
2. Jayhawk Capital Management, L.L.C.: 0
3. Jayhawk Private Equity Fund II, L.P.: 0
4. Jayhawk Private Equity GP II, L.P.: 0
5. Jayhawk Private Equity, LLC: 0
6. Kent C. McCarthy: 0

(ii) Shared power to vote or direct the vote:

1. JCF CO LF, L.P.: 1,933,211
2. Jayhawk Capital Management, L.L.C.: 1,933,211
3. Jayhawk Private Equity Fund II, L.P.: 5,973,513
4. Jayhawk Private Equity GP II, L.P.: 5,973,513
5. Jayhawk Private Equity, LLC: 5,973,513
6. Kent C. McCarthy: 7,906,724\*

(iii) Sole power to dispose or to direct the disposition of:

1. JCF CO LF, L.P.: 0
2. Jayhawk Capital Management, L.L.C.: 0
3. Jayhawk Private Equity Fund II, L.P.: 0
4. Jayhawk Private Equity GP II, L.P.: 0
5. Jayhawk Private Equity, LLC: 0
6. Kent C. McCarthy: 0

(iv) Shared power to dispose or to direct the disposition of:

1. JCF CO LF, L.P.: 1,933,211
2. Jayhawk Capital Management, L.L.C.: 1,933,211
3. Jayhawk Private Equity Fund II, L.P.: 5,973,513
4. Jayhawk Private Equity GP II, L.P.: 5,973,513
5. Jayhawk Private Equity, LLC: 5,973,513
6. Kent C. McCarthy: 7,906,724\*

\* Includes 1,933,211 shares of common stock, par value \$0.0001 per share, held by JCF CO LF, L.P. and 5,973,513 shares of common stock, par value \$0.0001 per share, held by Jayhawk Private Equity Fund II, L.P.

**Item 10 Certification:**

By signing below each party certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the parties below certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2013

/s/ Kent C. McCarthy  
Kent C. McCarthy

**Jayhawk Capital Management, L.L.C.**

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity, LLC**

By: /s/ Kent C/ McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity GP II, L.P.**

By: Jayhawk Private Equity, LLC  
Its general partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity Fund II, L.P.**

By: Jayhawk Private Equity GP II, L.P.  
Its general partner

By: Jayhawk Private Equity, LLC  
Its general partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**JCF CO LE, L.P.**

By: Jayhawk Capital Management, L.L.C.  
Its General Partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G/A

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G/A (including amendments thereto) with respect to the Common Stock, par value \$0.0001 per share, of China Cord Blood Corporation, and further agree that this Agreement be included as an exhibit to such filings.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 6th day of February, 2013.

/s/ Kent C. McCarthy  
Kent C. McCarthy

**Jayhawk Capital Management, L.L.C.**

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity, LLC**

By: /s/ Kent C/ McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity GP II, L.P.**

By: Jayhawk Private Equity, LLC  
Its general partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**Jayhawk Private Equity Fund II, L.P.**

By: Jayhawk Private Equity GP II, L.P.  
Its general partner

By: Jayhawk Private Equity, LLC  
Its general partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

**JCF CO LF, L.P.**

By: Jayhawk Capital Management, L.L.C.  
Its General Partner

By: /s/ Kent C. McCarthy  
Name: Kent C. McCarthy  
Title: Manager

