

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JAYHAWK PRIVATE EQUITY FUND II LP</u>  (Last) (First) (Middle) 7335 COTTONWOOD DRIVE  (Street) SHAWNEE KS 66216  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>China Cord Blood Corp [ NYSE: CO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13 (d) group owning > 10%
	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2015		P		50,000 <sup>(1)</sup>	A	\$4.2999	10,628,946	I	See footnote <sup>(2)</sup>
Common Stock	01/21/2015		P		20,000 <sup>(1)</sup>	A	\$4.6007	10,648,946	I	See footnote <sup>(2)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
JAYHAWK PRIVATE EQUITY FUND II LP  
 (Last) (First) (Middle)  
 7335 COTTONWOOD DRIVE  
 (Street)  
 SHAWNEE KS 66216  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
JHAB FUND II, LLC  
 (Last) (First) (Middle)  
 7335 COTTONWOOD DRIVE  
 (Street)  
 SHAWNEE KS 66216  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
McCarthy Family SD, LLC  
 (Last) (First) (Middle)

7335 COTTONWOOD DRIVE

(Street)  
SHAWNEE KS 66216

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[7-2010 GRAT 6 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010](#)

(Last) (First) (Middle)

7335 COTTONWOOD DRIVE

(Street)  
SHAWNEE KS 66216

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[7-2010 GRAT 5 Under Kent C. McCarthy GRAT Tr Dtd 4-23-2010](#)

(Last) (First) (Middle)

7335 COTTONWOOD DRIVE

(Street)  
SHAWNEE KS 66216

(City) (State) (Zip)

**Explanation of Responses:**

- 1. Acquired by 7-2010 GRAT 6 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010.
- 2. See Exhibit 99.1

**Remarks:**

[/s/ Kent C. McCarthy, Manager of Jayhawk Private Equity, LLC, which is the general partner of Jayhawk Private Equity GP II, L.P., which is the general partner of Jayhawk Private Equity Fund II, L.P.](#) 01/21/2015

[/s/ Kent C. McCarthy, Manager of JHAB Management II, LLC which is the manager of JHAB Fund II, LLC](#) 01/21/2015

[/s/ Michael D. Schmitz, Manager of McCarthy Family SD, LLC](#) 01/21/2015

[/s/ Michael D. Schmitz, Trustee of 7-2010 GRAT 6 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010](#) 01/21/2015

[/s/ Michael D. Schmitz, Trustee of 7-2010 GRAT 5 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010](#) 01/21/2015

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Explanation of Response to Table I, Item 7: Kent C. McCarthy is the manager of Jayhawk Private Equity, LLC, which is the general partner of Jayhawk Private Equity GP II, L.P. Jayhawk Private Equity GP II, L.P. is the general partner of Jayhawk Private Equity Fund II, L.P. Jayhawk Private Equity Fund II, L.P. directly owns 6,670,000 shares of the issuer reported on this form. As a result, Mr. McCarthy, Jayhawk Private Equity, LLC and Jayhawk Private Equity GP II, L.P. each indirectly beneficially own 6,670,000 shares. Kent C. McCarthy is also the manager of Jayhawk Capital Management, LLC, which is the general partner of JCF CO LF, L.P. JCF CO LF, L.P. directly owns 1,858,291 shares of the issuer reported on this form. As a result, Mr. McCarthy and Jayhawk Capital Management, LLC indirectly beneficially own 1,858,291 shares. Kent C. McCarthy is also the manager of JHAB Management II, LLC, which is the manager of JHAB Fund II, LLC. JHAB Fund II, LLC directly owns 1,308,901 shares of the issuer reported on this form. As a result, Mr. McCarthy and JHAB Management II, LLC indirectly beneficially own 1,308,901 shares. Kent C. McCarthy also has the power to exercise investment control over the shares owned by McCarthy Family SD, LLC. McCarthy Family SD, LLC directly owns 226,754 shares of the issuer reported on this form. As a result, Mr. McCarthy indirectly beneficially owns 226,754 shares. Kent C. McCarthy is the beneficiary of the 7-2010 GRAT 6 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010 ("GRAT 6"). GRAT 6 directly owns 285,000 shares of the issuer reported on this form. As a result, Mr. McCarthy indirectly beneficially owns 285,000 shares. Kent C. McCarthy is the beneficiary of the 7-2010 GRAT 5 Under Kent C McCarthy GRAT Tr Dtd 4-23-2010 ("GRAT 5"). GRAT 5 directly owns 300,000 shares of the issuer reported on this form. As a result, Mr. McCarthy indirectly beneficially owns 300,000 shares. As a result of being the manager of Jayhawk Capital Management, LLC, Jayhawk Private Equity, LLC, and JHAB Management II, LLC, having indirect investment control over the shares owned by McCarthy Family SD, LLC and being the beneficiary of GRAT 6 and GRAT 5, Kent C. McCarthy indirectly beneficially owns an aggregate of 10,648,946 shares. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

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