

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (Amendment No. 2)

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

CHINA CORD BLOOD CORPORATION (Name of Subject Company (Issuer) and Name of Filing Person (Issuer))

Warrants to Purchase Ordinary Shares
(Title of Class of Securities)

KYG211071181

(CUSIP Number of Shares Underlying Warrants)

Albert Chen
+852 3605 8180

albert.chen@chinacordbloodcorp.com
48th Floor, Bank of China Tower
1 Garden Road
Central, Hong Kong S.A.R.

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

with a copy to:

Mitchell S. Nussbaum, Esq.
Loeb & Loeb LLP
345 Park Avenue
New York, New York 10154
(212) 407-4000

CALCULATION OF FILING FEE

Transaction valuation*
\$4,622,180.85

Amount of filing fee
\$329.56 ⁽¹⁾

* Estimated for purposes of calculating the amount of the filing fee only. China Cord Blood Corporation (the "Company") is offering holders of 13,206,231 of the Company's warrants (the "Warrants"), which consist of (i) 11,289,663 warrants initially issued in the initial public offering of the Company's predecessor, Pantheon China Acquisition Corp. ("Pantheon") and (ii) 1,916,568 warrants initially issued to certain of Pantheon's founding shareholders in a private placement that closed simultaneously with its initial public offering, the opportunity to exchange such Warrants for the Company's shares, par value \$0.0001 per share ("Shares") by tendering eight (8) Warrants in exchange for one (1) Share. The amount of the filing fee assumes that all outstanding Warrants will be exchanged and is calculated pursuant to Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, which equals \$71.30 for each \$1,000,000 of the value of the transaction. The transaction value was determined by using the average of the high and low prices of publicly traded Warrants on November 9, 2010, which was \$0.35.

(1) Previously paid.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A	Filing Party:	N/A
Form or Registration No.:	N/A	Date Filed:	N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 2 to the Tender Offer Statement on Schedule TO (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO originally filed by China Cord Blood Corporation, a Cayman Islands company (the "Company") with the Securities and Exchange Commission (the "Commission") on November 10, 2010 (the "Original Schedule TO"), as amended by Amendment No. 1 to the Schedule TO filed with the Commission on November 19, 2010 ("Amendment No. 1" and together with the Original Schedule TO and this Amendment, the "Schedule TO"). The Schedule TO relates to the offer by the Company to all holders of the Company's outstanding warrants (the "Warrants") to purchase an aggregate of 13,206,231 shares of the Company, par value \$0.0001 per share (the "Shares"), to receive one (1) Share in exchange for every eight (8) of our Warrants tendered by the holders thereof. The ratio was selected by the Company to provide the holders of the Warrants with an incentive to exchange the Warrants. The offer is subject to the terms and conditions set forth in the Offer Letter, dated November 10, 2010 (the "Offer Letter"), a copy of which was filed as Exhibit (a)(1)(A) to the Original Schedule TO, and in the related Letter of Transmittal, a copy of which was filed as Exhibit (a)(1)(B) to the Original Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The Warrants consist of publicly traded warrants to purchase an aggregate of 11,289,663 Shares that were issued in the initial public offering of the Company's predecessor Pantheon China Acquisition Corp. ("Pantheon") and warrants to purchase an aggregate of 1,916,568 Shares that were issued in a private placement that closed simultaneously with the initial public offering.

Except as provided herein, this Amendment does not alter the terms and conditions previously set forth in the Schedule TO, and should be read in conjunction with the Schedule TO, including all exhibits filed therewith. You should read this Amendment together with the Schedule TO.

This Amendment is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Exchange Act.

Item 1. Summary Term Sheet.

Item 1 of the Schedule TO is hereby amended and supplemented by adding the following language:

The Offer expired at 5:00p.m., United States Eastern Time on the evening of Friday, December 10, 2010. Based on information provided by Continental Stock Transfer & Trust Company, pursuant to the terms of the Offer, 13,020,236 Warrants were tendered in exchange for approximately 1,627,518 Shares. The Company has accepted for exchange all of the Warrants validly tendered and not withdrawn. On December 13, 2010, the Company issued a press release announcing the final results of the Offer. A copy of this press release is filed as Exhibit (a)(5)(F) to this Amendment No. 2 and is incorporated herein by reference.

Item 4. Terms of the Transaction.

(a) Material Terms.

Item 4(a) of the Schedule TO is hereby amended and supplemented by adding the language set forth above under Item 1. Such language is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby by amended and supplemented by adding the following exhibit.

Exhibit Number	Description
(a)(5)(F)	Press Release, dated December 13, 2010.

SIGNATURE

After due 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.

CHINA CORD BLOOD CORPORATION

By: /s/ Albert Chen

Name: Albert Chen

Title: Chief Financial Officer

Date: December 13, 2010

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
(a)(5)(F)	Press Release, dated December 13, 2010.

China Cord Blood Corporation Announces Completion of Warrant Exchange

Successfully Removes 13.0 Million Warrants from Capital Structure

HONG KONG, China, December 13, - China Cord Blood Corporation (NYSE: CO) (“CCBC” or “the Company”), the first and largest cord blood banking operator in China, today announced the completion of its previously announced warrant exchange offer, which allowed warrant holders to receive one ordinary share for every eight warrants outstanding. The Company issued 1,627,518 ordinary shares, equivalent to 2.2% of shares outstanding as of December 10, 2010, in exchange for 13,020,236 warrants. Investors participating in the warrant exchange offer are subject to a 45-day lock up period with regard to ordinary shares acquired in the exchange offer.

Ms. Ting Zheng, Chairperson and CEO of China Cord Blood Corporation commented, “We believe shareholders will appreciate our simplified capital structure. With no further dilution, shareholders will fully enjoy the benefits of our operational accomplishments and robust growth, even on a per share basis. With all the stakeholders’ interests now fully aligned, we will continue to expand our dominance within the China market, as well as the Asia Pacific region, to better capitalize on emerging opportunities.”

Immediately after giving effect to the warrant exchange, China Cord Blood Corporation will have 75,406,868 ordinary shares issued and outstanding, and any remaining warrants outstanding that are not exercised will expire at 5:00 p.m. U.S. Eastern Time on the date of this press release.

About China Cord Blood Corporation

China Cord Blood Corporation is the first and largest cord blood banking operator in China in terms of geographical coverage and is the only cord blood banking operator with multiple licenses. Under the current PRC government regulations, only one licensed cord blood banking operator is permitted to operate in each licensed region and only seven licenses have been authorized as of today. China Cord Blood Corporation provides cord blood collection, laboratory testing, hematopoietic stem cell processing, and stem cell storage services. For more information, please visit our website at <http://www.chinacordbloodcorp.com>.

Important Additional Information

This press release and the description contained herein are for informational purposes only and are not an offer to purchase or a solicitation of an offer to sell securities of the Company.

For more information, please contact:

China Cord Blood Corporation
Ms. Joeling Law
Tel: (+852) 3605-8180
Email: ir@chinacordbloodcorp.com

ICR, LLC

In New York: Ashley M. Ammon: 1-646-277-1227

In Beijing: Wen Lei Zheng: +86-10-6583-7510
