

Renren Inc.
Form 20-F
April 27, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

- ☐ **Registration statement pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934**
- or**
- ☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended December 31, 2011.
- or**
- ☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to
- or**
- ☐ **Shell company report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of event requiring this shell company report

Commission file number: 001-35147

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Renren Inc.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

23/F, Jing An Center

8 North Third Ring Road East

Beijing 100028

People's Republic of China

(Address of principal executive offices)

Hui Huang, Chief Financial Officer

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23/F, Jing An Center

8 North Third Ring Road East

Beijing 100028

People's Republic of China

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
American depositary shares, each representing three Class A ordinary shares	The New York Stock Exchange
Class A ordinary shares, par value US\$0.001 per share*	

*Not for trading, but only in connection with the listing on The New York Stock Exchange of American depositary shares (ADSs). Currently, each ADS represents three Class A ordinary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None
(Title of Class)

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None
(Title of Class)

Indicate the number of outstanding shares of each of the Issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2011, 778,621,568 Class A ordinary shares, par value US\$0.001 per share and 405,388,450 Class B ordinary shares, par value US\$0.001 per share were outstanding.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒

International Financial Reporting Standards as issued
by the International Accounting Standards Board ☐

Other ☐

If ☐ Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes ☐ No ☐

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INTRODUCTION

In this annual report, except where the context otherwise requires and for purposes of this annual report only:

- **Activated users** refers to the number of user accounts on renren.com that have been registered and activated. In our most common registration and activation process, users must first register by entering their email address and other information, and then **activate** by clicking an activation link in an email we automatically send to the user's email address. Not all registered users activate the accounts they register with us.
- **ADSs** refers to our American depositary shares, each of which represents three Class A ordinary shares.
- **Monthly unique log-in users** refers to the number of different user accounts from which renren.com has been logged onto during a given month.
- **Monthly unique visitors** refers to the number of different IP addresses from which a website is visited during a given month. This is a common measurement used by third-party market research firms in assessing user activity on a given website, as they are able to verify this information from publicly available sources. However, this measurement may under-count or over-count the number of users. For example, if many people visit a website through one IP address, such as the IP address of an internet cafe or office, these people will only be counted as one monthly unique visitor. Conversely, if one person visits a website through two IP addresses, such as a personal computer and a hand-held device, this person would be counted as two monthly unique visitors. Due to these limitations, we also use **activated users** and **monthly unique log-in users** to measure and review our operational performance.
- **The PRC or China** refers to the People's Republic of China, excluding Hong Kong, Macau and Taiwan.
- **Preferred shares** refers to our previously issued and outstanding series A and series B convertible preferred shares and series C and series D convertible redeemable preferred shares, par value US\$0.001 per share.
- **Shares or ordinary shares** refer to, following the completion of our initial public offering in May 2011, collectively, our Class A and Class B ordinary shares, par value US\$0.001 per share, and, prior to the completion of our initial public offering, our ordinary shares, par value US\$0.001 per share; and except as otherwise indicated, all share and per share data in this annual report gives retroactive effect to the ten-for-one share split that became effective on March 25, 2011.

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- SNS refers to social networking service.

- We, us, our company, and our refer to Renren Inc. and its subsidiaries, consolidated affiliated entities, and subsidiaries of its consolidated affiliated entities.

Our financial statements are expressed in U.S. dollar, which is our reporting currency. Certain of our financial data in this annual report on Form 20-F are translated into U.S. dollars solely for the reader's convenience. Unless otherwise noted, all convenient translations from Renminbi to U.S. dollars in this annual report on Form 20-F were made at a rate of RMB6.3009 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Board on December 30, 2011. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, at the rate stated above, or at all.

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FORWARD-LOOKING STATEMENTS

This annual report contains forward-looking statements that reflect our current expectations and views of future events. These forward looking statements are made under the “safe-harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from those expressed or implied by these forward-looking statements.

You can identify some of these forward-looking statements by words or phrases such as “may,” “will,” “expect,” “anticipate,” “aim,” “estimate,” “intend,” “believe,” “is/are likely to” or other similar expressions. These forward-looking statements include statements relating to:

- our goals and strategies;
- our future business development, financial condition and results of operations;
- expected changes in our revenues and certain cost and expense items;
- the expected growth of the SNS, online games and online advertising businesses in China;
- our expectations regarding demand for and market acceptance of our services;
- our expectations regarding the retention and strengthening of our relationships with key advertisers;
- our investment plans to enhance our user experience, infrastructure and service offerings;
- competition in our industry in China; and
- relevant government policies and regulations relating to our industry.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, and business strategy. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect, and our actual results could be materially different from our expectations. Moreover, we operate in an evolving environment. New risk factors and uncertainties emerge from time to time and it is not possible for our management to predict all risk factors and uncertainties, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. You should read thoroughly this annual report and the documents that we refer to with the understanding that our actual future results may be materially different from and worse than what we expect. We qualify all of our forward-looking statements with these cautionary statements.

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The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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PART I

Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

Selected Consolidated Financial Data

The following selected consolidated statement of operations data for the three years ended December 31, 2009, 2010 and 2011 and the selected consolidated balance sheet data as of December 31, 2010 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this annual report. Our selected consolidated statement of operations data for the year ended December 31, 2008 and our selected consolidated balance sheet data as of December 31, 2008 and 2009 have been derived from our audited consolidated financial statements not included in this annual report. We have not included financial information for the year ended and as of December 31, 2007, as such information is not available on a basis that is consistent with the consolidated financial information for the years ended December 31, 2008, 2009, 2010 and 2011, and cannot be provided on a U.S. GAAP basis without unreasonable effort or expense.

The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and related notes and Item 5 Operating and Financial Review and Prospects in this annual report. Our consolidated financial statements are prepared and presented in accordance with accounting principles generally accepted in the United States, or U.S. GAAP.

Our historical results do not necessarily indicate results expected for any future periods.

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Year ended December 31,
2008 2009 2010 2011
(in thousands of US\$, except for share, per share and per
ADS data)

Summary Consolidated Statement of Operations

Data:

Net revenues	\$	13,782	\$	46,684	\$	76,535	\$	117,967
Cost of revenues		5,667		10,379		16,624		26,233
Gross profit		8,115		36,305		59,911		91,734
Operating expenses(1):								
Selling and marketing		7,111		19,375		20,281		62,050
Research and development		4,921		12,937		23,699		40,310

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	2008	Year ended December 31,		2011
		2009	2010	
	(in thousands of US\$, except for share, per share and per ADS data)			
General and administrative	4,045	6,510	7,511	17,215
Impairment of intangible assets		211	739	2,351
Total operating expenses	16,077	39,033	52,230	121,926
Gain (Loss) from operations	(7,962)	(2,728)	7,681	(30,192)
Other income				2,340
Change in fair value of warrants	72,875	(68,184)	(74,364)	
Exchange gain (loss) on dual currency deposit/offshore bank accounts	(12,908)	1,673	3,781	7,753
Interest income	801	288	335	9,619
Realized gain on available-for-sale investments		755		50,911
Gain on disposal of cost of method investment			40	
Impairment of cost method investment	(350)			(79)
Income (loss) before provision for income tax and earnings (loss) in equity method investment, net of income taxes	52,456	(68,196)	(62,527)	40,352
Income tax benefit (expenses)	(523)	31	1,332	(668)
Income (loss) before earnings (loss) in equity method investment, net of income taxes	51,933	(68,165)	(61,195)	39,684
Earnings (loss) in equity method investment, net of income taxes	(41)	(102)		1,320
Income (loss) from continuing operations	51,892	(68,267)	(61,195)	41,004
Discontinued operations:				
Loss from discontinued operations, net of tax	(2,740)	(2,481)	(4,301)	
Gain on disposal of discontinued operations, net of tax		633	1,341	
Loss on discontinued operations, net of tax	(2,740)	(1,848)	(2,960)	
Net income (loss)	49,152	(70,115)	(64,155)	41,004
Add: Net loss attributable to the noncontrolling interest, net of tax of nil	185			252
Net income (loss) attributable to Renren Inc.	\$ 49,337	\$ (70,115)	\$ (64,155)	\$ 41,256
Net income (loss) per share:				
Income (loss) from continuing operations attributable to Renren Inc. shareholders:				
Basic	\$ 0.00	\$ (0.34)	\$ (0.30)	\$ 0.05
Diluted	\$ 0.00	\$ (0.34)	\$ (0.30)	\$ 0.05
Net loss from discontinued operations per share attributable to Renren Inc. shareholders:				
Basic	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$
Diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$
Net income (loss) attributable to Renren Inc. shareholders:				
Basic	\$ (0.01)	\$ (0.35)	\$ (0.31)	\$ 0.05
Diluted	\$ (0.01)	\$ (0.35)	\$ (0.31)	\$ 0.05
Net income (loss) per ADS(2):				
Basic	\$ (0.02)	\$ (1.03)	\$ (0.94)	\$ 0.15
Diluted	\$ (0.02)	\$ (1.03)	\$ (0.94)	\$ 0.14
Weighted average number of shares used in calculating net income (loss) per ordinary share:				
Basic	247,587,070	250,730,367	244,613,530	850,670,583
Diluted	251,533,130	250,730,367	244,613,530	901,340,381
Selected non-GAAP Financial Data				
Adjusted net income (loss) (3)	(19,339)	2,992	17,379	49,675

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- (1) Including share-based compensation expenses as set forth below:

	2008	Year ended December 31, 2009 2010		2011
		(in thousands of US\$)		
Allocation of Share-based Compensation Expenses:				
Selling and marketing	\$ 79	\$ 78	\$ 121	\$ 448
Research and development	176	232	572	1,628
General and administrative	977	1,946	2,105	3,447
Total share-based compensation expenses	\$ 1,232	\$ 2,256	\$ 2,798	\$ 5,523

- (2) Each ADS represents three Class A ordinary shares.

(3) To supplement income (loss) from continuing operations presented in accordance with U.S. GAAP, we use adjusted net income (loss) as a non-GAAP financial measure. We define adjusted net income (loss) as income (loss) from continuing operations excluding share-based compensation expenses, change in fair value of warrants, amortization of intangible assets and impairment of intangible assets. We present this non-GAAP financial measure because it is used by our management to evaluate our operating performance, in addition to income (loss) from continuing operations prepared in accordance with U.S. GAAP. We also believe it is useful supplemental information for investors and analysts to assess our operating performance without the effect of non-cash share-based compensation expenses, change in fair value of warrants, amortization of intangible assets and impairment of intangible assets. Pursuant to U.S. GAAP, we recognized the change in fair value of the then outstanding series D warrants in the statement of operations for the periods presented. All outstanding warrants to purchase series D preferred shares were exercised in December 2010. The presentation of the non-GAAP financial measure of adjusted net income (loss) is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with U.S. GAAP. For more information on the calculation of adjusted net income (loss), please see the table below.

	2008	Year ended December 31, 2009 2010	
--	------	--------------------------------------	--