

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**CTRIP.COM INTERNATIONAL, LTD.**

*(Exact name of registrant as specified in its charter)*

**Cayman Islands**  
*(State or other jurisdiction of  
incorporation or organization)*

**7389**  
*(Primary Standard Industrial  
Classification Code Number)*

**Not Applicable**  
*(I.R.S. Employer  
Identification Number)*

**3F, Building 63-64**  
**No. 421 Hong Cao Road**  
**Shanghai 200233, People's Republic of China**  
**(8621) 3406-4880**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Ctrip.com International, Ltd. 2005 Employees' Stock Option Plan**  
*(Full Title of the Plans)*

**CT Corporation System**  
**111 Eighth Avenue**  
**New York, New York 10011**  
**(212) 664-1666**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

**Copies to:**  
**David T. Zhang**  
**Latham & Watkins LLP**  
**41st Floor, One Exchange Square**  
**8 Connaught Place, Central**  
**Hong Kong S.A.R., China**  
**(852) 2522-7886**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Ordinary Shares, \$0.01 par value per share (3)	1,776,647	\$ 22.8417	\$ 40,581,635	
Ordinary Shares, \$0.01 par value per share (3)	1,223,353	\$ 50.4000	\$ 61,656,991	
Totals	3,000,000	—	\$ 102,238,626	\$ 10,940

- Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution from stock splits, stock dividends or similar transactions as provided in the above-referenced plans.
- These shares are offered under the 2005 Employees' Stock Option Plan. Pursuant to Rule 457(h)(1), the maximum aggregate offering price is calculated as the sum of (a) the product of 1,776,647 shares issued or issuable upon the exercise of options granted under the plan as of July 31, 2006 multiplied by the weighted average exercise price of approximately \$22.8417 per share, which equal to an aggregate offering price of \$40,581,635, and (b) the product of the remaining 1,223,353 shares under the plan for future issuance multiplied by the average of the high and low prices for the Registrant's American Depositary Shares (each representing one share), or ADSs, as quoted on the Nasdaq Global Market on July 31, 2006, or \$50.40, which equal to an aggregate offering price of \$61,656,991.
- These shares may be represented by the Registrant's ADSs, each of which represents one ordinary share. The Registrants' ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-110459), as amended.

**TABLE OF CONTENTS**

<a href="#">INCORPORATION OF PREVIOUS REGISTRATION STATEMENT</a>	3
<a href="#">PART II</a>	
<a href="#">INFORMATION REQUIRED IN THE REGISTRATION STATEMENT</a>	3
<a href="#">Item 3. Incorporation of Documents by Reference.</a>	3
<a href="#">Item 8. Exhibits.</a>	4
<a href="#">SIGNATURES</a>	5
<a href="#">POWER OF ATTORNEY</a>	5
<a href="#">EXHIBIT INDEX</a>	8
Exh. 5.1	Opinion of Maples and Calder.
Exh. 10.3	Ctrip.com International, Ltd. 2005 Employees' Stock Option Plan.
Exh. 23.1	Consent of Maples and Calder.
Exh. 23.2	Consent of Independent Registered Public Accounting Firm.
Exh. 24.1	Power of Attorney.

## INCORPORATION OF PREVIOUS REGISTRATION STATEMENT

Pursuant to the General Instruction E of Form S-8, Ctrip.com International, Ltd. (the “Registrant”) is filing this registration statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) to include an additional 3,000,000 ordinary shares under its Ctrip.com International, Ltd. 2005 Employees’ Stock Option Plan. Pursuant to Instruction E, the contents of the Registrant’s Form S-8 Registration Statement No. 333-116567 filed with the Commission on June 17, 2004 are hereby incorporated by reference, except as revised in Part II of this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Commission are incorporated by reference herein:

- (a) The Registrant’s annual report on Form 20-F for the year ended December 31, 2005, filed with the Commission on June 26, 2006.
- (b) The Register’s current reports on Form 6-K, filed with the Commission on May 18, 2006.

(c) The description of the Registrant’s ordinary shares contained in its Registration Statement on Form 8-A (File No. 000-50483) filed with the Commission on November 25, 2003 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which incorporates by reference the description of the Registrant’s ordinary shares set forth under “Description of Share Capital” in the Registrant’s prospectus filed with the Commission on December 9, 2003 pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the “Securities Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

## [Table of Contents](#)

### **Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Maples and Calder.
10.3	Ctrip.com International, Ltd. 2005 Employees' Stock Option Plan.*
23.1	Consent of Maples and Calder (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on signature page hereto).

\* Incorporated herein by reference from the Registrant's Registration Statement on Form F-2 filed with the Commission on December 8, 2004 (Registration No.: 333-121080).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Ctrip.com International, Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, People's Republic of China, on August 3, 2006.

**CTRIP.COM INTERNATIONAL, LTD.**

By:  /s/ Min Fan  
Name: Min Fan  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints each of Min Fan and Jane Jie Sun to act as his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement and power of attorney have been signed by the following persons in the following capacities on August 3, 2006.

<u>Signature</u>	<u>Title</u>
<u>/s/ James Jianzhang Liang</u> Name: James Jianzhang Liang	Chairman of the Board
<u>/s/ Min Fan</u> Name: Min Fan	Chief Executive Officer (principal executive officer)

## Table of Contents

Signature

Title

/s/ Jane Jie Sun

Name: Jane Jie Sun

Chief Financial Officer  
(principal financial and accounting officer)

/s/ Neil Nanpeng Shen

Name: Neil Nanpeng Shen

Director

/s/ Qi Ji

Name: Qi Ji

Director

/s/ Gabriel Li

Name: Gabriel Li

Director

/s/ JP Gan

Name: JP Gan

Director

/s/ Suyang Zhang

Name: Suyang Zhang

Director

/s/ Robert Stein

Name: Robert Stein

Director

/s/ Yoshihisa Yamada

Name: Yoshihisa Yamada

Director

**SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE**

Under the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Ctrip.com International, Ltd., has signed this registration statement on Form S-8 and Power of Attorney in Newark, Delaware, on August 3, 2006.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Maples and Calder.
10.3	Ctrip.com International, Ltd. 2005 Employees' Stock Option Plan.*
23.1	Consent of Maples and Calder (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on signature page hereto).

\* Incorporated herein by reference from the Registrant's Registration Statement on Form F-2 filed with the Commission on December 8, 2004 (Registration No.: 333-121080).



[Letterhead of Maples and Calder]

Ctrip.com International, Ltd.  
3F, Building 63-64  
No. 421 Hong Cao Road  
Shanghai 200233  
People's Republic of China

3 August, 2006

Dear Sirs,

**Re: Ctrip.com International, Ltd.**

We have examined the Registration Statement on Form S-8 to be filed by Ctrip.com International, Ltd., a Cayman Islands exempted company incorporated with limited liability (the "**Company**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended, of an amount of ordinary shares of the Company (the "**Shares**") for issuance pursuant to the following Plan (the "**Plan**"):

- Ctrip.com International, Ltd. 2005 Employees' Stock Option Plan

As Cayman Islands counsel to the Company, we have examined the corporate authorisations of the Company in connection with the Plan and the issue of the Shares by the Company and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorising their issue.

It is our opinion that the Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the resolutions adopted by the Board of Directors of the Company (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Company, will be legally issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully,

/s/ Maples and Calder

**Maples and Calder**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated June 15, 2006 relating to the financial statements of Ctrip.com International, Ltd., which appears in Ctrip.com International, Ltd.'s Annual Report on Form 20-F for the year ended December 31, 2005.

/s/ PriceWaterhouseCoopers Zhong Tian CPAs Limited Company

Shanghai, People's Republic of China  
August 3, 2006