

China Biologic Products Holdings, Inc.
Form SC 13D/A
December 18, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

China Biologic Products Holdings, Inc.
(Name of Issuer)

Ordinary Shares, Par Value \$0.0001
(Title of Class of Securities)

G21515104
(CUSIP Number)

Andrew Chan
Chief Financial Officer
Centurium Capital Management Ltd.
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People's Republic of China
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With a copy to:

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Chaoyang District, Beijing, 100004

People's Republic of China

+86 10 8567 5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 14, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 1(f) or 1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 ("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).

SCHEDULE 13D

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Beachhead Holdings Limited

Check the Appropriate Box if a Member of a Group (See Instructions).

2.

(a) (b)
SEC Use Only

3.

Source of Funds (See Instructions)

4.

OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Cayman Islands
Sole Voting Power

7.

Number of Shares 0
Shared Voting Power

Beneficially Owned by 8.

Each Reporting Person 4,027,926 ordinary shares (See Item 5)

With 9. Sole Dispositive Power

0
Shared Dispositive Power

10.

4,027,926 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

4,027,926 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

10.2%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Centurium Capital Partners 2018, L.P.
Check the Appropriate Box if a Member of a Group (See Instructions).

2.

(a) (b)
SEC Use Only

3.

Source of Funds (See Instructions)

4.

N/A
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Number of Shares Cayman Islands
Sole Voting Power

Beneficially Owned by 7.

Each Reporting Person 0
Shared Voting Power

With

8.

3,367,610 ordinary shares (See Item 5)
Sole Dispositive Power

9.

0
10. Shared Dispositive Power

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3,367,610 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,367,610 ordinary shares (See Item 5)

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)

8.6%(1)

Type of Reporting Person (See Instructions)

14.

PN

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Centurium Capital Partners 2018 GP Ltd.
Check the Appropriate Box if a Member of a Group (See Instructions).

2.

(a) (b)
SEC Use Only

3.

Source of Funds (See Instructions)

4.

N/A
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Cayman Islands
Number of Shares Sole Voting Power

Beneficially Owned by 7.

Each Reporting Person 0
Shared Voting Power

With
8.

3,367,610 ordinary shares (See Item 5)
Sole Dispositive Power

9.

0
10. Shared Dispositive Power

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3,367,610 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

3,367,610 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

8.6%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Centurium Capital 2018 Co-invest, L.P.
Check the Appropriate Box if a Member of a Group (See Instructions).

2.

(a) (b)
SEC Use Only

3.

Source of Funds (See Instructions)

4.

N/A
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Cayman Islands
Number of Shares Sole Voting Power

Beneficially Owned by 7.

Each Reporting Person 0
Shared Voting Power

With
8.

660,316 ordinary shares (See Item 5)
Sole Dispositive Power

9.

0
10. Shared Dispositive Power

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660,316 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

660,316 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

1.7%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of
Reporting
Persons.

1.

Centurium
Capital 2018
SLP-B Ltd.
Check the
Appropriate
Box if a
Member of a
Group (See
Instructions).

2.

(a) (b)
SEC Use
Only

3.

Source of
Funds (See
Instructions)
N/A

4.

Check if
Disclosure of
Legal
Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e)

5.

6.

Citizenship or
Place of
Organization

Cayman
Islands
Sole Voting Power

7.

0
Shared Voting Power

Number of Shares 8.

Beneficially Owned by 660,316 ordinary shares (See Item 5)
Each Reporting Person Sole Dispositive Power

With 9.

0
Shared Dispositive Power

10.

660,316 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

660,316 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

1.7%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of Reporting Persons.

1.

Centurium Holdings Ltd.

Check the Appropriate Box if a Member of a Group (See Instructions).

2.

(a) (b)
SEC Use Only

3.

Source of Funds (See Instructions)

4.

N/A

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6.

Number of Shares Cayman Islands
Sole Voting Power

Beneficially Owned by 7.

Each Reporting Person 0
Shared Voting Power

With

8.

4,027,926 ordinary shares (See Item 5)
Sole Dispositive Power

9.

0

10. Shared Dispositive Power

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4,027,926 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

4,027,926 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

10.2%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

Names of
Reporting
Persons.

1.

Centurium
Holdings
(BVI) Ltd.
Check the
Appropriate
Box if a
Member of a
Group (See
Instructions).

2.

(a) (b)
SEC Use
Only

3.

Source of
Funds (See
Instructions)

4.

N/A
Check if
Disclosure of
Legal
Proceedings
Is Required
Pursuant to
Items 2(d) or
2(e)

5.

6.

Citizenship or
Place of
Organization

British Virgin
Islands
Sole Voting Power

7.

0
Shared Voting Power

Number of Shares 8.

Beneficially Owned by 4,027,926 ordinary shares (See Item 5)
Each Reporting Person Sole Dispositive Power

With 9.

0
Shared Dispositive Power

10.

4,027,926 ordinary shares (See Item 5)
Aggregate Amount Beneficially Owned by Each Reporting Person

11.

4,027,926 ordinary shares (See Item 5)
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

10.2%(1)
Type of Reporting Person (See Instructions)

14.

CO

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

CUSIP No. **G21515104**

1. Names of Reporting Persons.

2. Hui Li
Check the Appropriate Box if a Member of a Group (See Instructions).

3. (a) (b)
SEC Use Only

4. Source of Funds (See Instructions)

5. N/A
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Hong Kong

Sole Voting Power

7.

Shared Voting Power

Number of Shares 8.

Beneficially Owned by 4,027,926 ordinary shares (See Item 5)

Each Reporting Person Sole Dispositive Power

With 9.

0
Shared Dispositive Power

10.

4,027,926 ordinary shares (See Item 5)

Aggregate Amount Beneficially Owned by Each Reporting Person

11.

4,027,926 ordinary shares (See Item 5)

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13.

10.2%(1)

Type of Reporting Person (See Instructions)

14.

IN

(1) Percentage calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

Pursuant to Rule 13d-2 promulgated under the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Schedule 13D/A (this “Amendment No. 2”) amends and supplements the Schedule 13D filed on September 4, 2018, as amended by Amendment No. 1 filed on November 19 (the “Schedule 13D”), with respect to the ordinary shares, par value \$0.0001 per share (the “Ordinary Shares”), of China Biologic Products Holdings, Inc., a company organized under the laws of the Cayman Islands (the “Issuer”).

This Amendment No. 2 is being filed to report purchases of additional Shares in the open market in multiple transactions.

Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. All capitalized terms used herein which are not defined herein have the meanings given to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

Between November 19, 2018 and December 14, 2018, Beachhead made open market purchases of an aggregate of 427,664 Ordinary Shares for an aggregate consideration of \$33,686,776.14 (excluding brokerage commissions), which includes open market purchases of 39,390 Ordinary Shares for a consideration of \$2,888,059.04 (excluding brokerage commissions) pursuant to the 10b5-1 Plan (as defined below).

Beachhead obtained the funds used to acquire such Ordinary Shares from capital contributions from its shareholders.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

10b5-1 Plan

On December 14, 2018, Beachhead entered into a plan with UBS Securities LLC (“UBS Securities”) in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended (the “10b5-1 Plan”) for the purchase of up to the lesser of \$120,000,000 or 1,875,000 Ordinary Shares during the period beginning on December 14, 2018 and ending on June 15, 2019. Purchases are subject to Securities and Exchange Commission regulations, as well as to certain market price, volume and timing conditions specified in the 10b5-1 Plan. All sales under the 10b5-1 Plan are to be made at the discretion of UBS Securities and in accordance with the terms, conditions and restrictions of the 10b5-1 Plan. Beachhead does not have any control, influence or authority over purchases made pursuant to the 10b5-1 Plan.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a)–(b) The following information with respect to the ownership of Ordinary Shares by the Reporting Persons filing this statement on Schedule 13D is provided as of the date of this filing:

Reporting Persons	Ordinary Shares Held Directly	Shared Voting Power	Shared Dispositive Power	Beneficial Ownership	Percentage (2)
Beachhead	4,027,926	4,027,926	4,027,926	4,027,926	10.2%
CCP 2018(1)	0	3,367,610	3,367,610	3,367,610	8.6%
Centurium GP(1)	0	3,367,610	3,367,610	3,367,610	8.6%
CCCI 2018(1)	0	660,316	660,316	660,316	1.7%
Centurium SLP-B(1)	0	660,316	660,316	660,316	1.7%
Centurium GP Holdco(1)	0	4,027,926	4,027,926	4,027,926	10.2%
Centurium TopCo(1)	0	4,027,926	4,027,926	4,027,926	10.2%
Mr. Li (1)	0	4,027,926	4,027,926	4,027,926	10.2%

Beachhead is approximately 83.6% owned by CCP 2018 and approximately 16.4% owned by CCCI 2018.

Centurium GP Holdco and Centurium TopCo are the direct and indirect sole shareholders of Centurium GP and (1)Centurium SLP-B, respectively, and Mr. Li is the sole shareholder of Centurium TopCo. As such, each of CCP 2018, Centurium GP, CCCI 2018, Centurium SLP-B, Centurium GP Holdco, Centurium TopCo and Mr. Li may exercise voting and dispositive power over the shares held by Beachhead.

- (2) The percentages used herein are calculated based on 39,361,316 Ordinary Shares issued and outstanding as of September 30, 2018 as provided in the Issuer's Form 6-K filed on November 1, 2018.

Each of CCP 2018, Centurium GP, CCCI 2018, Centurium SLP-B, Centurium GP Holdco, Centurium TopCo and Mr. Li disclaims beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of all the Ordinary Shares.

(c) Except as set forth herein, to the knowledge of the Reporting Persons with respect to the persons named in response to Item 5(a)-(b), none of the persons named in response to Item 5(a)-(b) has effected any transactions in the Ordinary Shares during the past 60 days.

(d) Except as disclosed in Item 2, no person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities covered by this Schedule.

(e) Not applicable.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement dated December 18, 2018 by the Reporting Persons

SIGNATURES

After reasonable 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.

Date: December 18,
2018

**BEACHHEAD
HOLDINGS
LIMITED**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
CAPITAL
PARTNERS 2018,
L.P.**

By: **CENTURIUM
CAPITAL
PARTNERS
2018 GP LTD.,
GENERAL
PARTNER**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
CAPITAL
PARTNERS 2018,
GP LTD.**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
CAPITAL 2018
CO-INVEST, L.P.**

**CENTURIUM
CAPITAL 2018**
By: **SLP-B LTD.,
GENERAL
PARTNER**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
CAPITAL 2018
SLP-B LTD.**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
HOLDINGS LTD.**

By: /s/ Hui Li
Name: HUI LI
Title: Director

**CENTURIUM
HOLDINGS (BVI)
LTD.**

By: /s/ Hui Li
Name: HUI LI
Title: Director

HUI LI

By: /s/ Hui Li