

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (a) AND  
AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (a)

(Amendment No. 3)

NQ Mobile Inc.  
(Name of Issuer)

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American Depository Shares, each ADS represents five class A common shares,  
par value \$0.0001 per share.  
(Title of Class of Securities)

64118U108\*\*  
(CUSIP Number)

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Ryann Yap  
c/o GSR Ventures  
Suite 4801, 48/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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September 6, 2013  
(Date of Event Which Requires Filing of this Statement)

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes 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).

**(Continued on following pages)**

\*\*The CUSIP number is for the American Depository Shares relating to the Class A Common Shares that trade on the New York Stock Exchange. Each ADS reflects five Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>GSR Ventures II, L.P. ("GSR II")                |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |  |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS      WC  |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>16,216,615 shares <sup>1</sup> all of which are directly owned by GSR II, except that GSR Partners II, L.P. ("Partners II"), the general partner of GSR II, and GSR Partners II, Ltd (GSR II Ltd"), the general partner of Partners II, may be deemed to have sole voting power, and Richard Lim, Sonny Wu, James Ding, Alex Pan, Kevin Fong, and Ryann Yap, the members of GSR II Ltd (the "Members"), may be deemed to have shared voting power with respect to such shares. |
|  | 8  | SHARED VOTING POWER<br><br>See response to row 7.  |
|  | 9  | SOLE DISPOSITIVE POWER<br><br>16,216,615 shares <sup>1</sup> , all of which are directly owned by GSR II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.   |
|  | 10   | SHARED DISPOSITIVE POWER<br><br>See response to row 9.   |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 16,216,615 <sup>2</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.3% <sup>3</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      PN  |  |

<sup>1</sup> Consists of (i) 9,433,965 Class B Common Shares, which may be converted into 9,433,965 Class A Common Shares, and (ii) 6,782,650 Class A Common Shares represented by 1,356,530 ADSs.

<sup>2</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share. Each ADS reflects five Class A Common Shares.

<sup>3</sup> Assumes conversion of all such reporting person's Class B Common Shares and each ADS into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>GSR ASSOCIATES II, L.P. ("Associates II")           |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br><br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                                |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>972,999 <sup>4</sup> shares, all of which are directly owned by Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.               |
|  | 8  | SHARED VOTING POWER<br><br>See response to row 7.   |
|  | 9  | SOLE DISPOSITIVE POWER<br><br>972,999 <sup>4</sup> shares, all of which are directly owned by Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
|  | 10   | SHARED DISPOSITIVE POWER<br><br>See response to row 9.  |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 972,999 <sup>5</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                                |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 0.4% <sup>6</sup>   |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      PN  |   |

<sup>4</sup> Consists of (i) 566,039 Class B Common Shares, which may be converted into 566,039 Class A Common Shares, and (ii) 406,960 Class A Common Shares represented by 81,392 ADSs.

<sup>5</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share. Each ADS reflects five Class A Common Shares.

<sup>6</sup> Assumes conversion of all such reporting person's Class B Common Shares and each ADS into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>GSR Partners II, L.P. (“Partners II”)           |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |  |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS      WC  |  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br><br>17,189,614 <sup>7</sup> shares, all of which are directly owned by GSR II and Associates II, except that GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 8  | SHARED VOTING POWER<br><br>See response to row 7.  |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>17,189,614 <sup>7</sup> shares, all of which are directly owned by GSR II and Associates II, except that GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
|  | 10   | SHARED DISPOSITIVE POWER<br><br>See response to row 9.   |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,189,614 <sup>8</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |  |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>9</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      PN  |  |

<sup>7</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>8</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share. Each ADS reflects five Class A Common Shares.

<sup>9</sup> Assumes conversion of all such reporting person’s Class B Common Shares and each ADS into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>GSR Partners II, Ltd. ("GSR II Ltd")            |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Cayman Islands   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>17,189,614 <sup>10</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.               |
|  | 8  | SHARED VOTING POWER<br><br>See response to row 7.   |
|  | 9  | SOLE DISPOSITIVE POWER<br><br>17,189,614 <sup>10</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
|  | 10   | SHARED DISPOSITIVE POWER<br><br>See response to row 9.  |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,189,614 <sup>11</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>12</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      OO  |   |

<sup>10</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>11</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share. Each ADS reflects five Class A Common Shares.

<sup>12</sup> Assumes conversion of all such reporting person's Class B Common Shares and each ADS into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>Richard Lim   |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br><br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                                |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>US   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>25,000 shares represented by 5,000 ADS.   |
|  | 8  | SHARED VOTING POWER<br><br>17,189,614 <sup>13</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>25,000 shares represented by 5,000 ADS.  |
|  | 10   | SHARED DISPOSITIVE POWER.<br><br>17,189,614 <sup>13</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,214,614 <sup>14</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                                |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>15</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      IN  |   |

<sup>13</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>14</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>15</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>Sonny Wu  |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Canada   |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>36,000 Class A Common Shares represented by 7,200 ADSs.   |
|  | 8  | SHARED VOTING POWER<br><br>17,189,614 <sup>16</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>36,000 Class A Common Shares represented by 7,200 ADSs.  |
|  | 10   | SHARED DISPOSITIVE POWER.<br><br>17,189,614 <sup>16</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,225,614 <sup>17</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>18</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      IN  |   |

<sup>16</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>17</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>18</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>James Ding                                      |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Hong Kong  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>536,500 Class A Common Shares represented by 107,300 ADS.   |
|  | 8  | SHARED VOTING POWER<br><br>17,189,614 <sup>19</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>536,500 Class A Common Shares represented by 107,300 ADS.  |
|  | 10   | SHARED DISPOSITIVE POWER.<br><br>17,189,614 <sup>19</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,726,114 <sup>20</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.9% <sup>21</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      IN  |   |

<sup>19</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>20</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>21</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.



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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>Alex Pan  |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Hong Kong  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>18,000 Class A Common Shares represented by 3,600 ADS.  |
|  | 8  | SHARED VOTING POWER<br><br>17,189,614 <sup>22</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>18,000 Class A Common Shares represented by 3,600 ADS.   |
|  | 10   | SHARED DISPOSITIVE POWER.<br><br>17,189,614 <sup>22</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,207,614 <sup>23</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>24</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      IN  |   |

<sup>22</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>23</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>24</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>Kevin Fong                                      |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS      WC  |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br><br>0   |
|  | 8  | SHARED VOTING POWER<br><br>17,189,614 <sup>25</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br><br>0  |
|  | 10   | SHARED DISPOSITIVE POWER.<br><br>17,189,614 <sup>25</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,189,614 <sup>26</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>27</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions)      IN  |   |

<sup>25</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>26</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>27</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.

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| 1  | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).<br><br>Ryann Yap <sup>28</sup>                         |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |   |
| 3  | SEC USE ONLY   |   |
| 4  | SOURCE OF FUNDS WC   |   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>                            |   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Singapore  |   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER.<br>10,000 shares represented by 2,000 ADS  |
|  | 8  | SHARED VOTING POWER<br>17,189,614 <sup>29</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.                 |
|  | 9  | SOLE DISPOSITIVE POWER.<br>10,000 shares represented by 2,000 ADS.  |
|  | 10   | SHARED DISPOSITIVE POWER.<br>17,189,614 <sup>29</sup> shares, all of which are directly owned by GSR II and Associates II, except that Partners II and GSR II Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares. |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON   | 17,199,614 <sup>30</sup>  |
| 12   | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)<br>EXCLUDES CERTAIN SHARES (See Instructions) <input type="checkbox"/>                            |   |
| 13   | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 6.7% <sup>31</sup>  |
| 14   | TYPE OF REPORTING PERSON (See Instructions) IN   |   |

<sup>28</sup> Ryann Yap became a Member as of July 1, 2011.

<sup>29</sup> Consists of (i) 10,000,004 Class B Common Shares, which may be converted into 10,000,004 Class A Common Shares, and (ii) 7,189,610 Class A Common Shares represented by 1,437,922 ADSs.

<sup>30</sup> Each Class B Common Share is convertible at the option of the holder into one Class A Common Share. Each Class B Common Share is entitled to ten votes per share, whereas each Class A Common Share is entitled to one vote per share.

<sup>31</sup> Assumes conversion of all such reporting person's Class B Common Shares into Class A Common Shares.

This Amendment No. 3 ("Amendment No. 3") amends and supplements the statement on Schedule 13D initially filed on May 4, 2011, as amended by Amendment No. 1 on July 10, 2012 and Amendment No. 2 on July 11, 2012 (as amended, the "Schedule 13D") and is being filed by (i) GSR Ventures II, L.P., a Cayman Islands limited partnership ("GSR II"); (ii) GSR Associates II, L.P., a Cayman Islands limited partnership ("Associates II"); (iii) GSR Partners II, L.P., a Cayman Islands limited partnership ("Partners II"); (iv) GSR Partners II, Ltd, a Cayman Islands exempted company ("GSR II Ltd"); (v) Richard Lim ("Lim"), a citizen of the United States; (vi) Sonny Wu ("Wu"), a citizen of Canada; (vii) James Ding ("Ding"), a citizen of Hong Kong; (viii) Alex Pan ("Pan"), a citizen of Hong Kong; (ix) Kevin Fong ("Fong"), a citizen of the United States; and (x) Ryann Yap ("Yap"), a citizen of Singapore (collectively with GSR II, Associates II, Partners II, GSR II Ltd, Lim, Wu, Ding, Pan and Fong, the "Reporting Persons") to report the distribution of an aggregate 17,500,000 Class A common shares, par value \$0.0001 per share (the "Class A Common Shares") in the form of 3,500,000 American Depository Shares ("ADS") of NQ Mobile Inc. (the "Issuer"), whose principal executive offices are located at No 4 Bldg, 11 Heping Li East St, Dongcheng District, Beijing, 100013, China. Each ADS represents five Class A Common Shares. Except as set forth below, this Amendment No. 3 does not supplement, restate or amend any of the other information disclosed in the Schedule 13D. Capitalized terms not defined in this Amendment No. 3 have the meanings ascribed to them in the Schedule 13D.

#### **ITEM 4. PURPOSE OF TRANSACTION.**

Item 4 is hereby amended to add the following statements:

On September 3, 2013, each of GSR II and Associates II distributed ADSs to their respective partners as described in Item 5.

#### **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.**

Item 5(a) is amended to amend and restate the references to Rows 7-11 and 13 of the cover page for Reporting Persons as follows:

See Rows 7-11 and 13 of the cover page filed with this Amendment No. 3 for each Reporting Person.

Item 5(b) is amended to add the following information:

On September 3, 2013, GSR II and Associates II made distributions to their respective partners of 3,301,887 ADSs and 198,113 ADSs, respectively. The closing value of an ADS at the close of business on September 3, 2013 was \$16.92. Except for the foregoing, the Reporting Persons have not effected any transaction in ADSs or common shares of the Issuer during the past 60 days from the date hereof.

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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: September 6, 2013

GSR Ventures II, L.P. and GSR Associates II, L.P.  
By GSR Partners II, L.P.  
Their General Partner  
By GSR Partners II, Ltd  
Its General Partner

/s/ Richard Lim  
Signature

Richard Lim  
Director

GSR Partners II, L.P.  
By GSR Partners II, Ltd  
Its General Partner

/s/ Richard Lim  
Signature

Richard Lim  
Director

GSR Partners II, Ltd

/s/ Richard Lim  
Signature

Richard Lim  
Director

Richard Lim

/s/ Richard Lim  
Signature

Sonny Wu

/s/ Sonny Wu  
Signature

James Ding

/s/ James Ding  
Signature

Alex Pan

/s/ Alex Pan  
Signature

Kevin Fong

/s/ Kevin Fong  
Signature

Ryann Yap

/s/ Ryann Yap  
Signature

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