

Han Gengchen  
Form SC 13D/A  
April 17, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(a)**

**(Amendment No. 3)\***

Origin Agritech Limited  
(Name of Issuer)

Ordinary Shares, no par value  
(Title of Class of Securities)

G67828106  
(CUSIP Number)

With a copy to:

with a copy to:

Dr. HAN Gengchen

Andrew D. Hudders, Esq.

c/o Origin Agritech Limited Golenbock Eisemen Assor Bell & Peskoe LLP

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21 Sheng Ming Yuan Road 437 Madison Avenue – 40 Floor

Changping District New York, New York 10022

Beijing, China 102206 212-907-7349

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

April 10, 2012

(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(b)(3) or (4), check the following box o.

**Note:** Schedules filed in paper shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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).

**Persons who respond to the collection of information contained in this form are not required to respond unless for displays a current valid OMB control number.**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**1**  
HAN  
Gengchen I.D.  
No.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

**3** SEC USE ONLY  
SOURCE OF FUNDS\*

**4**  
PF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
CITIZENSHIP OR PLACE OF ORGANIZATION

**6**  
Peoples Republic of China

SOLE VOTING POWER

**NUMBER OF  
SHARES**      **7**

4,483,827

**BENEFICIALLY OWNED BY EACH**                      8  
SHARED VOTING POWER  
-0-  
SOLE DISPOSITIVE POWER

**REPORTING PERSON WITH**                      9  
4,483,827

SHARED DISPOSITIVE POWER  
  
10  
- 0 -

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11  
4,483,827

12                      CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*\*  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13  
19.14%

TYPE OF REPORTING PERSON\*

14  
IN

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**Item 1. Security and Issuer**

The class of equity securities to which this Statement on Schedule 13D relates is the ordinary shares (the “Ordinary Shares”), no par value, of Origin Agritech Limited, a British Virgin Islands company (the “Issuer”). The principal executive office of the Issuer is 21 Sheng Ming Yuan Road, Changping District, Beijing, PR China 102206.

**Item 2. Identity and Background.**

Item 2 of the Schedule 13D filed on November 16, 2005, as subsequently amended on September 25, 2007 and September 26, 2011, is hereby amended as follows:

Dr. Han, an individual (“Reporting Person”), is reporting on his beneficial ownership the Ordinary Shares in this (a) Schedule 13D (“Shares”) that is held by him through Sinodream Limited (Sinodream”), a British Virgin Islands company, of which the Reporting Person is the sole officer and director.

(b) The business address of the Reporting Person is 21 Sheng Ming Yuan Road, Changping District, Beijing, PR China 102206

(c) The Reporting Person is the Chairman of the Board of the Issuer, Origin Agritech Limited.

(d)

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During the past five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or as a result of such a proceeding was or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of the Peoples Republic of China.

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

Item 3 of the Schedule 13D filed on November 16, 2005, and amended on September 25, 2007 and September 26, 2011, is hereby amended and restated in its entirety to read:

Between October 3, 2011 and March 30, 2012, the Reporting Person acquired at total of 787,327 ordinary shares of the Issuer through a 10b5-1 plan. The funds used were personal funds. The number of shares acquired during the 60 days preceding this Schedule 13D are set forth below, along with the price paid per share. These shares are held through Sinodream.

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Date	Quantity	Price
1/26/2012	6,547.00	\$2.4939
1/31/2012	18,700.00	\$2.4426
2/1/2012	14,700.00	\$2.4385
2/2/2012	7,700.00	\$2.4856
2/3/2012	4,700.00	\$2.5000
2/7/2012	5,300.00	\$2.4998
2/8/2012	19,200.00	\$2.4618
2/9/2012	2,685.00	\$2.4922
2/10/2012	2945.00	\$2.4984
2/13/2012	2,800.00	\$2.4975
2/14/2012	3,900.00	\$2.5000
2/15/2012	8,177.00	\$2.4949
2/16/2012	15,300.00	\$2.4969
2/17/2012	28,800.00	\$2.4832
2/21/2012	4,200.00	\$2.4900
2/22/2012	4,500.00	\$2.4918
2/23/2012	13,100.00	\$2.4792
2/24/2012	29,300.00	\$2.4840
2/27/2012	1,500.00	\$2.4685
2/28/2012	13,600.00	\$2.4490
2/29/2012	25,000.00	\$2.4377
3/1/2012	10,600.00	\$2.4185
3/2/2012	11,500.00	\$2.3648
3/5/2012	9,400.00	\$2.3375
3/6/2012	4,200.00	\$2.2995
3/7/2012	8,500.00	\$2.3578
3/8/2012	7,000.00	\$2.3713
3/9/2012	2,300.00	\$2.3926
3/12/2012	29,200.00	\$2.4025
3/13/2012	23,100.00	\$2.3629

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3/14/2012	5,600.00	\$2.3226
3/15/2012	10,400.00	\$2.3715
3/16/2012	8,000.00	\$2.3788
3/19/2012	8,800.00	\$2.4457
3/26/2012	1,400.00	\$2.5000
3/27/2012	5,500.00	\$2.4975
3/28/2012	84,000.00	\$2.4213
3/29/2012	87,600.00	\$2.4023
3/30/2012	101,000.00	\$2.4499



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**Item 5. Interest in Securities of the Issuer.**

As of April 10, 2012, the Reporting Person beneficially owned 4,483,827 ordinary shares of the Issuer representing approximately 19.14% of the issued and outstanding shares of the Issuer. Excluded in the foregoing number of shares are 40,000 shares underlying employment options held by Dr. Han.

Transactions by the Reporting Person in respect of the beneficial ownership of the Issuer's Common Stock made in the past 60 days are set forth above in Item 3. All the reported transactions were open market purchases made on the NASDAQ Stock Market. All the transactions were made through a broker dealer.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: April 16, 2012

/s/ HAN Gengchen  
HAN Gengchen