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

SCHEDULE 13D/A
(Rule 13d-101)

**Information to be Included in Statements Filed Pursuant
to § 240.13d-1(a) and Amendments Thereto Filed
Pursuant to § 240.13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 1) ***

Chindata Group Holdings Limited
(Name of Issuer)

Class A ordinary shares, par value US\$0.00001 per share
(Title of Class of Securities)

16955F107**
(CUSIP Number)

**Zeta Cayman Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
George Town
Cayman Islands**

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

December 18, 2023
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 a prior cover page.

** The CUSIP number of 16955F107 applies to the American depositary shares ("ADSs") of Chindata Group Holdings Limited, a Cayman Islands company (the "Company"). Each ADS represents two Class A ordinary shares, par value US\$0.00001 per share (the "Class A Ordinary Shares") of the Company.

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).

1	NAMES OF REPORTING PERSONS. Zeta Cayman Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see</i> Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see</i> Instructions) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see</i> Instructions) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see</i> Instructions) CO	

1	NAMES OF REPORTING PERSONS. Einstein Cayman Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see Instructions</i>) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see Instructions</i>) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see Instructions</i>) CO, HC	

1	NAMES OF REPORTING PERSONS. SK Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see Instructions</i>) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Korea	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see Instructions</i>) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see Instructions</i>) CO, HC	

1	NAMES OF REPORTING PERSONS. Datos, Inc	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see Instructions</i>) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Korea	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see Instructions</i>) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see Instructions</i>) CO, HC	

1	NAMES OF REPORTING PERSONS. KTCU Global Partnership Private Equity Fund	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see Instructions</i>) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Korea	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see Instructions</i>) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see Instructions</i>) PN, HC	

1	NAMES OF REPORTING PERSONS. IMM Investment Corp.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (<i>see Instructions</i>) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (<i>see Instructions</i>) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Korea	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (<i>see Instructions</i>) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON (<i>see Instructions</i>) CO, IV	

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13D (this “Amendment No. 1”) is filed to amend and supplement the Schedule 13D filed by the Reporting Persons named therein with the Securities and Exchange Commission on August 21, 2023 (the “Original Schedule 13D”), with respect to Chindata Group Holdings Limited (the “Company”). Except as specifically amended and supplemented by this Amendment No. 1, the Original Schedule 13D remains in full force and effect. All capitalized terms contained herein but not otherwise defined shall have the meaning ascribed to such terms in the Original Schedule 13D.

Item 4. Purpose of Transaction.

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

On December 18, 2023, the Company and the Merger Sub filed the Plan of Merger with the Registrar of Companies of the Cayman Islands, which was registered by the Registrar of Companies of the Cayman Islands as of December 18, 2023, pursuant to which the Merger became effective on December 18, 2023 (the “Effective Time”). As a result of the Merger, the Company became a wholly owned subsidiary of Parent.

At the Effective Time, (a) each Ordinary Share issued and outstanding immediately prior to the Effective Time was cancelled in exchange for the right to receive US\$4.30 per Ordinary Share in cash without interest and net of any applicable withholding taxes, less certain fees to the ADS Depository in the case of ADSs (the “Merger Consideration”), except for (i) such Ordinary Shares deemed contributed to Parent by the Rollover Shareholder Group, (ii) Ordinary Shares held by Parent, Merger Sub, the Company or any of their subsidiaries, (iii) Ordinary Shares reserved for issuance and allocation pursuant to the Company’s 2020 Share Option Plan (each option granted thereunder to purchase Ordinary Shares, a “Company Option”) (the Ordinary Shares described in clauses (i) through (iii), the “Excluded Shares”), and (iv) Ordinary Shares owned by holders who have validly exercised and not effectively withdrawn or otherwise lost their rights to dissent from the Merger pursuant to Section 238 of the Companies Act (As Revised) of the Cayman Islands (the “CICA”, and such Ordinary Shares, the “Dissenting Shares”), (b) the Excluded Shares, including the Ordinary Shares deemed contributed to Parent by the Rollover Shareholder Group, were cancelled without payment of any consideration from the Company therefor and the members of the Rollover Shareholder Group received newly issued shares of Topco pursuant to the terms and subject to the conditions set forth in the respective support agreements dated as of August 11, 2023 entered into by the members of the Rollover Shareholder Group with Topco and Parent, including the Support Agreement, (c) the Dissenting Shares were cancelled and will entitle the former holders thereof to receive the fair value thereon determined in accordance with the provisions of Section 238 of the CICA, (d) each outstanding vested Company Option was cancelled and converted into the right to receive an amount in cash equal to (i) the excess of the Merger Consideration over the per share exercise price of such vested Company Option, multiplied by (ii) the number of Ordinary Shares underlying such vested Company Option, and (e) each unvested Company Option was cancelled in exchange for the right to receive an employee incentive award to replace such unvested Company Option, pursuant to terms and conditions to be determined by Topco.

As a result of the Merger, the ADSs ceased to trade on the NASDAQ Global Select Market (the “NASDAQ”) on December 18, 2023 and became eligible for delisting from the NASDAQ and termination of registration pursuant to Rules 12g-4(a)(1) and 12h-3(b)(1)(i) of the Exchange Act. The Company has requested the NASDAQ to file an application on Form 25 with the SEC notifying the SEC of the delisting of the ADSs on the NASDAQ and the deregistration of the Issuer’s registered securities. The deregistration will become effective 90 days after the filing of Form 25 or such shorter period as may be determined by the SEC. The Company intends to suspend its reporting obligations under the Exchange Act by filing a Form 15 with the SEC in approximately 10 days following the filing of the Form 25. The Company’s obligations to file with the SEC certain reports and forms, including Form 20-F and Form 6-K, will be suspended immediately as of the filing date of the Form 15 and will terminate once the deregistration becomes effective. Accordingly, this Amendment No. 1 constitutes an exit filing for the Reporting Persons.

Item 5. Interest in Securities of the Issuer.

(a)-(b) As a result of the Merger, as described in Item 4 of this Amendment No. 1, the Reporting Persons do not beneficially own any Ordinary Shares or have any voting power or dispositive power over any Ordinary Shares.

(c) Except as disclosed in this Amendment No. 1 or previously reported in the Original Schedule 13D, to the knowledge of each of the Reporting Persons, none of the Reporting Persons has effected any transactions in the Ordinary Shares during the past 60 days.

(d) Not applicable.

(e) December 18, 2023.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits.

Exhibit No.	Description
A	<u>Agreement Regarding the Joint Filing of Schedule 13D</u> , dated August 21, 2023, by and among the Reporting Persons, incorporated by reference to Exhibit A to Schedule 13D filed on August 21, 2023.

SIGNATURE

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, 2023

Zeta Cayman Limited

By: /s/ Subeom Lee

Name: Subeom Lee

Title: Director

Einstein Cayman Limited

By: /s/ Subeom Lee

Name: Subeom Lee

Title: Director

SK Inc.

By: /s/ Subeom Lee

Name: Subeom Lee

Title: VP of Digital Investment Center

Datos, Inc

By: /s/ Seong Jung Kim

Name: Seong Jung Kim

Title: Group Leader

KTCU Global Partnership Private Equity Fund

By: /s/ Dong Woo Chang

Name: Dong Woo Chang

Title: CEO

IMM Investment Corp.

By: /s/ Dong Woo Chang

Name: Dong Woo Chang

Title: CEO