

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

**FORM F-1
REGISTRATION STATEMENT****UNDER
THE SECURITIES ACT OF 1933****21Vianet Group, Inc.**

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)**7370**
(Primary Standard Industrial
Classification Code Number)**Not Applicable**
(I.R.S. Employer
Identification Number)**M5, 1 Jiuxianqiao East Road,
Chaoyang District
Beijing 100016, People's Republic of China
(+86 10) 8456 2121**

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

**Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017
(212) 750-6474**

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

Copies to:**Z. Julie Gao, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong
(+852) 3740-4700****Howard Zhang, Esq.
Davis Polk & Wardwell LLP
26/F, Twin Towers West, B12
Jian Guo Men Wai Avenue, Chaoyang District,
Beijing 100022, PRC
(+86 10) 8567 5000****Approximate date of commencement of proposed sale to the public:** as soon as practicable after the effective date of this registration statement.If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration Statement No. 333-173292If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Class A Ordinary Shares, par value US\$0.00001 per share ⁽⁴⁾	3,450,000	US\$2.50	US\$8,625,000	US\$1,002

- (1) A total of 86,250,000 of Class A Ordinary shares were registered under Registration Statement No. 333-173292. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-173292 exceed 89,700,000.
- (2) Includes 450,000 Class A ordinary shares that may be purchased by the underwriters to cover over-allotments, if any. Also includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (4) American depositary shares issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-173331). Each American depositary share represents six Class A ordinary shares.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

Explanatory Note

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-173292) filed by 21Vianet Group, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on April 4, 2011, which was declared effective by the Commission on April 20, 2011, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, on April 21, 2011.

21Vianet Group, Inc.

By: /s/ Sheng Chen
Name: **Sheng Chen**
Title: **Chairman of Board of Directors and Chief Executive Officer**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on April 21, 2011.

<u>Signature</u>	<u>Title</u>
<u>/s/ Sheng Chen</u> Name: Sheng Chen	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
<u>*</u> Name: Yoshihisa Ueno	Director
<u>*</u> Name: David Ying Zhang	Director
<u>*</u> Name: Hongwei Jenny Lee	Director
<u>/s/ Shang-Wen Hsiao</u> Name: Shang-Wen Hsiao	President and Chief Financial Officer (principal financial and accounting officer)

*By /s/ Sheng Chen
Name: **Sheng Chen**
Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of 21Vianet Group, Inc., has signed this registration statement or amendment thereto in New York, on April 21, 2011.

Authorized U.S. Representative

By: /s/ Kate Ledyard

Name: **Kate Ledyard**

Title: **Manager**

21Vianet Group, Inc.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Maples & Calder regarding the validity of the ordinary shares being registered
23.1	Consents of Ernst & Young Hua Ming, Independent Registered Public Accounting Firm
23.2	Consent of Maples & Calder (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of the registrant (Registration No. 333-173292) initially filed with the Securities and Exchange Commission on April 4, 2011)

Our ref VZL\653749\4416045v4
Direct tel +852 2971 3095
Email valerie.law@maplesandcalder.com

21Vianet Group, Inc.
M5, 1 Jiuxianqiao East Road
Chaoyang District
Beijing 100016
People's Republic of China

20 April 2011

Dear Sirs

21Vianet Group, Inc.

We have acted as Cayman Islands legal advisers to 21Vianet Group Inc. (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), originally filed on 4 April 2011 with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date and the related registration statement filed pursuant to Rule 462(b) under the U.S. Securities Act of 1933 (the "**Rule 462(b) Registration Statement**") relating to the offering by the Company of certain American Depositary Shares (the "**ADSs**") representing the Company's Class A ordinary shares of par value US\$0.00001 each (the "**Shares**").

We are furnishing this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 the certificate of incorporation dated 16 October 2009 and certificates of incorporation on change of name dated 10 November 2009 and 7 January 2011.
- 1.2 the articles of association of the Company as adopted by the Company on 17 February 2011 (the "**Pre-IPO M&A**");
- 1.3 the amended and restated memorandum and articles of association of the Company as conditionally adopted by special resolution passed on 31 March 2011 and effective immediately upon completion of the Company's initial public offering of Shares represented by ADSs (the "**IPO M&A**");
- 1.4 the minutes of a meeting of the board of directors of the Company held on 25 February 2011 (the "**Minutes**");
- 1.5 the written resolutions of all the shareholders of the Company dated 31 March 2011 (the "**Shareholders' Resolutions**");

- 1.6 a certificate from a Director of the Company addressed to this firm dated 31 March 2011 (the “**Director’s Certificate**”);
- 1.7 a certificate of good standing dated 1 April 2011, issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”); and
- 1.8 the Registration Statement and the Rule 462(b) Registration Statement.

2 Assumptions

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion. The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and of which we are aware consequent upon the instructions we have received in relation to the matter the subject of this opinion and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director’s Certificate as to matters of fact and the Certificate of Good Standing without further verification and have relied upon the following assumptions, which we have not independently verified:

- 2.1 copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals; and
- 2.2 the genuineness of all signatures and seals.

3 Opinion

The following opinions are given only as to matters of Cayman Islands law and we have assumed that there is nothing under any other law that would affect or vary the following opinions.

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated as an exempted company with limited liability for an unlimited duration and is validly existing and in good standing under the laws of the Cayman Islands;
- 3.2 the authorised share capital of the Company, with effect immediately upon the completion of the Company’s initial public offering of its Shares in the U.S., will be US\$7,700 divided into 470,000,000 Class A ordinary shares of par value US\$0.00001 each and 300,000,000 Class B ordinary shares of par value US\$0.00001;
- 3.4 the issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement and the Rule 462(b) Registration Statement and registered in the register of members (shareholders), the Shares will be legally issued and allotted, fully paid and non-assessable; and
- 3.5 the statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 Qualifications

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder

Maples and Calder

Encl

Consents of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” in this Registration Statement on Form F-1 of 21Vianet Group, Inc. filed pursuant to Rule 462(b) for the registration of 3,450,000 shares of its Class A Ordinary Shares and to the incorporation by reference of our report dated March 1, 2011 (except for Note 26(d) as to which the date is April 4, 2011), with respect to the consolidated financial statements of 21Vianet Group, Inc., and our report dated December 17, 2010, with respect to the combined financial statements of Beijing Chengyishidai Network Technology Co., Ltd and Zhiboxintong Beijing Network Technology Co., Ltd, included in the Registration Statement on Form F-1 (Registration No. 333-173292).

/s/ Ernst & Young Hua Ming
Shanghai, the People’s Republic of China
April 21, 2011