

Vipshop Holdings Ltd
Form SC 13D/A
June 15, 2018

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

SCHEDULE 13D/A

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

VIPSHOP HOLDINGS LIMITED

(Name of Issuer)

Ordinary Shares, par value \$0.0001 per share

(Title of Class of Securities)

92763W103

(CUSIP Number)

JD.com, Inc.

20th Floor, Building A, No. 18 Kechuang 11 Street

Yizhuang Economic and Technological Development Zone

Daxing District, Beijing 101111

The People's Republic of China

+86 10 8911-8888

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

June 13, 2018

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(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. o

* 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, as amended (the "Exchange 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).

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CUSIP No. 92763W103

| | | |
|---|---|---|
| 1 | Names of Reporting Persons JD.com, Inc. | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) WC, OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 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 8,920,199 Class A Ordinary Shares |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 8,920,199 Class A Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 8,920,199 Class A Ordinary Shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% * | |
| 14 | Type of Reporting Person (See Instructions) HC | |

* The percentage is calculated based on 131,849,099 ordinary shares outstanding as of March 31, 2018 (including 115, 293,345 Class A Ordinary Shares, par value US\$0.0001 per share (Class A Ordinary Shares) and 16,510,358 Class B Ordinary Shares, par value US\$0.0001 per share (Class B Ordinary Shares), which include 45,369 Class A Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer's share incentive plan, as reported by the Issuer in its annual reported on Form 20-F filed with the SEC on April 19, 2018. Class A Ordinary Shares and Class B Ordinary Shares are collectively referred to as Ordinary Shares.

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| | | |
|---|---|---|
| 1 | Names of Reporting Persons JD.com Investment Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) AF | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 6 | Citizenship or Place of Organization British Virgin Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 8,920,199 Class A Ordinary Shares |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 8,920,199 Class A Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 8,920,199 Class A Ordinary Shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% * | |
| 14 | Type of Reporting Person (See Instructions) CO | |

* The percentage is calculated based on 131,849,099 ordinary shares outstanding as of March 31, 2018 (including 115,293,345 Class A Ordinary Shares, par value US\$0.0001 per share and 16,510,358 Class B Ordinary Shares, par value US\$0.0001 per share, which include 45,369 Class A Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer's share incentive plan, as reported by the Issuer in its annual reported on Form 20-F filed with the SEC on April 19, 2018.

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CUSIP No. 92763W103

| | | |
|---|---|---|
| 1 | Names of Reporting Persons Windcreek Limited | |
| 2 | Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds (See Instructions) AF | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 6 | Citizenship or Place of Organization British Virgin Islands | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 8,920,199 Class A Ordinary Shares |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 8,920,199 Class A Ordinary Shares |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 8,920,199 Class A Ordinary Shares | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 6.8% * | |
| 14 | Type of Reporting Person (See Instructions) CO | |

* The percentage is calculated based on 131,849,099 ordinary shares outstanding as of March 31, 2018 (including 115,293,345 Class A Ordinary Shares, par value US\$0.0001 per share and 16,510,358 Class B Ordinary Shares, par value US\$0.0001 per share, which include 45,369 Class A Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer's share incentive plan, as reported by the Issuer in its annual reported on Form 20-F filed with the SEC on April 19, 2018.

Item 1. Security and Issuer.

This Amendment No.1 to Statement on Schedule 13D (this Amendment No. 1) amends and supplements the statement on Schedule 13D filed with the U.S. Securities and Exchange Commission (the Commission) on January 8, 2018 (the Original Schedule 13D, together with the Amendment No. 1, the Statement) by each of JD.com, Inc., JD.com Investment Limited and Windcreek Limited (the Reporting Persons), with respect to Ordinary Shares, par value \$0.0001 per share, of Vipshop Holdings Limited, a company organized under the laws of the Cayman Islands (the Issuer), whose principal executive offices are located at No. 20 Huahai Street, Liwan District, Guangzhou 510370, The People's Republic of China.

Except as provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Original Schedule 13D. Capitalized terms used but not defined in this Amendment No. 1 have the meanings ascribed to them in the Original Schedule 13D.

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

Item 3 of the Original Schedule 13D is hereby supplemented by the following:

Since April 2018, Windcreek purchased an aggregate amount of 8,593,505 ADSs, representing 1,718,701 Ordinary Shares of the Issuer, in the open market with a weighted average trading price of US\$14.1517 per ADS.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and supplemented by the following:

The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 1 are hereby incorporated by reference in this Item 5. As of June 13, 2018, each Reporting Person may be deemed to have beneficial ownership and shared voting power to vote or direct the vote of 8,920,199 Class A Ordinary Shares, representing 6.8% of the Issuer's outstanding Ordinary Shares.

As of June 13, 2018, Windcreek beneficially owned an aggregate of 8,920,199 Class A Ordinary Shares, which consisted of (i) 8,593,505 ADSs, representing 1,718,701 Class A Ordinary Shares, purchased by Windcreek in the open market from April 2018 to June 13, 2018, and (ii) 3,955,473 Class A Ordinary Shares issued to Windcreek by the Issuer pursuant to the Share Subscription Agreement on the Closing Date, and (iii) 16,230,127 ADSs, representing 3,246,025 Class A Ordinary Shares, purchased by Windcreek in the open market prior to the Closing Date.

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JD Investment is the sole shareholder of Windcreek. Pursuant to Section 13(d) of the Exchange Act, and the rules promulgated thereunder, JD Investment may be deemed to beneficially own all of the Class A Ordinary Shares of the Issuer held by Windcreek.

JD is the sole shareholder of JD Investment and therefore indirectly owns all the outstanding shares of Windcreek. Pursuant to Section 13(d) of the Exchange Act, and the rules promulgated thereunder, JD may be deemed to beneficially own all of the Class A Ordinary Shares of the Issuer held by Windcreek.

The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each of the Reporting Persons is based on 131,849,099 ordinary shares outstanding as of March 31, 2018 (including 115,293,345 Class A Ordinary Shares, par value US\$0.0001 per share and 16,510,358 Class B Ordinary Shares, par value US\$0.0001 per share, which include 45,369 Class A Ordinary Shares issued to the depositary bank of the Issuer under reservation for future grants under the Issuer's share incentive plan, as reported by the Issuer in its annual reported on Form 20-F filed with the SEC on April 19, 2018.

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Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, beneficially owns any Ordinary Shares of the Issuer or has the right to acquire any Ordinary Shares of the Issuer.

Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Ordinary Shares of the Issuer that they may be deemed to beneficially own.

Except as disclosed in this Statement, none of the Reporting Persons or to the best of their knowledge, any of the persons listed in Schedule A hereto, has effected any transaction in the Ordinary Shares of the Issuer during the past 60 days.

Except as disclosed in this Statement, to the best knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares beneficially owned by the Reporting Persons.

Item 7. Material to be Filed as Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 99.1* | Joint Filing Agreement, dated January 8, 2018, between JD.com, Inc., JD.com Investment Limited and Windcreek Limited |
| 99.2* | Subscription Agreement, dated December 17, 2017, by and among Vipshop Holdings Limited, Windcreek Limited, and Tencent Mobility Limited |
| 99.3* | English translation of Business Cooperation Agreement, dated December 17, 2017, between JD.com, Inc. and Vipshop Holdings Limited |
| 99.4* | Investor Rights Agreement, dated December 29, 2017, by and among Vipshop Holdings Limited, Windcreek Limited, Tencent Mobility Limited, Mr. Eric Ya Shen, Mr. Arthur Xiaobo Hong, Elegant Motion Holdings Limited and High Vivacity Holdings Limited |

* Filed with the Original Schedule 13D.

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.

Dated: June 15, 2018

JD.com, Inc.

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Chairman of the Board and Chief Executive Officer

JD.com Investment Limited

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Director

Windcreek Limited

By: /s/ Richard Qiangdong Liu
Name: Richard Qiangdong Liu
Title: Director

SCHEDULE A

Directors and Executive Officers of JD

The names of the directors and the names and titles of the executive officers of JD and their principal occupations are set forth below. Except for Mr. Martin Chiping Lau, Mr. Ming Huang, Mr. Louis T. Hsieh and Mr. David Daokui Li, the business address of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone, Daxing District, Beijing 101111, The People's Republic of China.

| Name | Position with JD | Present Principal Occupation | Citizenship | Shares Beneficially Owned |
|----------------------------|---|---|----------------------------|---------------------------|
| Directors: | | | | |
| Richard Qiangdong Liu | Chairman of the Board of Directors | * | P.R. China | |
| Martin Chiping Lau(1) | Director | President and executive director of Tencent Holdings Limited | P.R. China (Hong Kong SAR) | |
| Ming Huang(2) | Independent Director | Professor of finance at China Europe International Business School | United States | |
| Louis T. Hsieh(3) | Independent Director | Chief financial officer, Nio, Inc. and director of New Oriental Education & Technology Group Inc. | United States | |
| David Daokui Li(4) | Independent Director | Professor of the School of Economics and Management of Tsinghua University | P.R. China | |
| Executive Officers: | | | | |
| Richard Qiangdong Liu | Chief Executive Officer | * | P.R. China | |
| Ye Lan | Chief Public Affairs Officer | * | P.R. China | |
| Yu Long | Chief Human Resources Officer and General Counsel | * | P.R. China | |
| Sidney Xuande Huang | Chief Financial Officer | * | United States | |
| Chen Zhang | Chief Technology Officer | * | P.R. China | |

* The principal occupation is the same as his/her position with JD.

(1) The business address of Martin Chiping Lau is 39/F, Tencent Building, Kejizhongyi Avenue, Hi-Tech Park, Nanshan District, Shenzhen 518057, P.R. China.

(2) The business address of Ming Huang is China Europe International Business School, 699 Hongfeng Road, Pudong District, Shanghai 201206, China.

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- (3) The business address of Louis T. Hsieh is No.6 Hai Dian Zhong Street, Haidian District, Beijing 100080, , P.R. China.

- (4) The business address of David Daokui Li is School of Economics and Management, Tsinghua University, Beijing 100084, China.

Directors and Executive Officers of JD Investment

The names of the directors and the names and titles of the executive officers of JD Investment and their principal occupations are set forth below. The business address of each of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone Daxing District, Beijing 101111, The People's Republic of China.

| Name | Position with JD Investment | Present Principal Occupation | Citizenship | Shares Beneficially Owned |
|----------------------------|-----------------------------|--|-------------|---------------------------|
| Directors: | | | | |
| Richard Qiangdong Liu | Director | Chairman and Chief Executive Officer of JD | P.R. China | |
| Executive Officers: | | | | |
| N/A | | | | |

Directors and Executive Officers of Windcreek

The names of the directors and the names and titles of the executive officers of Windcreek and their principal occupations are set forth below. The business address of each of the directors and executive officers is c/o JD.com, Inc., 20th Floor, Building A, No. 18 Kechuang 11 Street Yizhuang Economic and Technological Development Zone Daxing District, Beijing 101111, The People's Republic of China.

| Name | Position with Windcreek | Present Principal Occupation | Citizenship | Shares Beneficially Owned |
|----------------------------|-------------------------|--|-------------|---------------------------|
| Directors: | | | | |
| Richard Qiangdong Liu | Director | Chairman and Chief Executive Officer of JD | P.R. China | |
| Executive Officers: | | | | |
| N/A | | | | |