

JD.com, Inc.
Form F-1MEF
December 02, 2014

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As filed with the Securities and Exchange Commission on December 2, 2014

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM F-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

JD.com, 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)*

5990
*(Primary Standard Industrial
Classification Code Number)*
**10th Floor, Building A, North Star Century Center
No. 8 Beichen West Street
Chaoyang District, Beijing 100101
The People's Republic of China
+86 10 5895-5500**

Not Applicable
*(I.R.S. Employer
Identification Number)*

(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.
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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. 333-200450

If 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⁽²⁾⁽³⁾ | Proposed maximum offering price per share⁽³⁾ | Proposed maximum aggregate offering price⁽²⁾⁽³⁾ | Amount of registration fee |
|-----------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------|
| Class A Ordinary Shares, par value \$0.00002 per share⁽¹⁾ | 8,337,454 | \$11.90 | \$99,215,703 | \$11,529 |

(1) American depositary shares issuable upon deposit of Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-195849). Each American depositary share represents two Class A ordinary shares.

(2) 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.

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. 333-200450) initially filed by JD.com, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on November 21, 2014, which was declared effective by the Commission on December 2, 2014, 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 Beijing, China, on December 2, 2014.

JD.COM, INC.

By: /s/ Richard Qiangdong Liu

Name: Richard Qiangdong Liu
 Title: Chairman of the Board of Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------|
| <p>/s/ Richard Qiangdong Liu</p> <hr/> <p>Richard Qiangdong Liu</p> <p style="text-align: center;">*</p> | <p>Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)</p> | <p>December 2, 2014</p> |
| <p style="text-align: center;">*</p> <hr/> <p>Martin Chi Ping Lau</p> <p style="text-align: center;">*</p> | <p>Director</p> | <p>December 2, 2014</p> |
| <p style="text-align: center;">*</p> <hr/> <p>Ming Huang</p> <p style="text-align: center;">*</p> | <p>Director</p> | <p>December 2, 2014</p> |
| <p style="text-align: center;">*</p> <hr/> <p>Louis T. Hsieh</p> <p style="text-align: center;">*</p> | <p>Director</p> | <p>December 2, 2014</p> |
| <p style="text-align: center;">*</p> <hr/> <p>David Daokui Li</p> | <p>Director</p> | <p>December 2, 2014</p> |
| <p>/s/ Sidney Xuande Huang</p> <hr/> <p>Sidney Xuande Huang</p> | <p>Chief Financial Officer (Principal Financial and Accounting Officer)</p> | <p>December 2, 2014</p> |

*By: /s/ Richard Qiangdong Liu

Name: Richard Qiangdong Liu
Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of JD.com, Inc. has signed this registration statement or amendment thereto in New York on December 2, 2014.

Authorized U.S. Representative

By: /s/ Giselle Manon

Name: Giselle Manon, on behalf of Law Debenture Corporate Services Inc.

Title: Service of Process Officer

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JD.com, Inc.

EXHIBIT INDEX

| Exhibit Number | Description of Document |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------|
| 5.1 | Opinion of Maples and Calder regarding the validity of the ordinary shares being registered and certain Cayman Islands tax matters |
| 23.1 | Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm |
| 23.2 | Consent of PricewaterhouseCoopers, an independent registered public accounting firm |
| 23.3 | Consent of Maples and Calder (included in Exhibit 5.1) |

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