

JD.com, Inc.
Form SC 13G
February 04, 2015

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

SCHEDULE 13G

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

JD.com, Inc.

(Name of Issuer)

Ordinary Shares, par value of \$0.00002 per share

(Title of Class of Securities)

47215P 106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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

Richard Qiangdong Liu

Check the Appropriate Box if a Member of a Group

2 (a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization

People's Republic of China

Number of
Shares

Beneficially

Owned by

Each

Reporting

Person With:

5

Sole Voting Power

558,816,099

6

Shared Voting Power

0

7

Sole Dispositive Power

449,444,989

8

Shared Dispositive Power

0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

558,816,099

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐

Percent of Class Represented by Amount in Row (9)

11 20.1%. *The voting power of the shares beneficially owned represent 83.4% of the total outstanding voting power. **

12 Type of Reporting Person

IN

* The percentage of voting power is calculated by dividing the voting power beneficially owned by the Reporting Person by the voting power of all of the Issuer's holders of Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2014. Each holder of Class A Shares is entitled to one vote per share and each holder of Class B Shares is entitled to twenty votes per share on all matters submitted to them for a vote.

** During the period from December 8, 2014 through December 31, 2014, Fortune Rising Holdings Limited sold an aggregate of 6,493,104 ADSs in the open market on behalf of certain employees of the Issuer (which do not include Mr. Richard Qiangdong Liu). Fortune Rising Holdings Limited holds the Class B ordinary shares of the Issuer for the purpose of transferring such shares to the plan participants according to awards granted by the Issuer under the Issuer's Share Incentive Plan, and administers the awards and acts according to the Issuer's instructions. The logistical procedures relating to the conversion of 12,986,208 Class B ordinary shares held by Fortune Rising Holdings Limited into 6,493,104 ADSs were completed on January 9, 2015. Immediately after the completion of the logistical procedure on January 9, 2015, Mr. Liu beneficially owned a total of 545,829,891 ordinary shares, representing 19.7% of the total outstanding ordinary shares of the Issuer, and the voting power of the shares beneficially owned represented 81.5% of the total outstanding voting power. See Item 4.

1 Names of Reporting Persons

Max Smart Limited

Check the Appropriate Box if a Member of a Group

2 (a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

Number of	5	Sole Voting Power
Shares		449,444,989
Beneficially	6	Shared Voting Power
Owned by		0
Each	7	Sole Dispositive Power
Reporting		449,444,989
Person With:	8	Shared Dispositive Power
		0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

449,444,989

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐

Percent of Class Represented by Amount in Row (9)

11 16.2%. *The voting power of the shares beneficially owned represent 67.4% of the total outstanding voting power.

12 Type of Reporting Person

CO

* The percentage of voting power is calculated by dividing the voting power beneficially owned by the Reporting Person by the voting power of all of the Issuer's holders of Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2014. Each holder of Class A Shares is entitled to one vote per share and each holder of Class B Shares is entitled to twenty votes per share on all matters submitted to them for a vote.

1 Names of Reporting Persons
 Fortune Rising Holdings Limited *

Check the Appropriate Box if a Member of a Group

2 (a) ☐
 (b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization
 British Virgin Islands

Number of	5	Sole Voting Power
Shares		106,850,910
Beneficially	6	Shared Voting Power
Owned by		0
Each	7	Sole Dispositive Power
Reporting		106,850,910
Person With:	8	Shared Dispositive Power
		0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 106,850,910

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ☐

11 Percent of Class Represented by Amount in Row (9)
 3.9%. **The voting power of the shares beneficially owned represent 16.0% of the total outstanding voting power. ***

12 Type of Reporting Person
 CO

* Fortune Rising Holdings Limited, a British Virgin Islands company, holds the Class B ordinary shares of the Issuer for the purpose of transferring such shares to the plan participants according to awards granted by the Issuer under the Issuer's Share Incentive Plan, and administers the awards and acts according to the Issuer's instructions. See Item 4.

** The percentage of voting power is calculated by dividing the voting power beneficially owned by the Reporting Person by the voting power of all of the Issuer's holders of Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2014. Each holder of Class A Shares is entitled to one vote per share and each holder of Class B Shares is entitled to twenty votes per share on all matters submitted to them for a vote.

*** During the period from December 8, 2014 through December 31, 2014, Fortune Rising Holdings Limited sold an aggregate of 6,493,104 ADSs in the open market on behalf of certain employees of the Issuer (which do not include Mr. Richard Qiangdong Liu). The logistical procedures relating to the conversion of 12,986,208 Class B ordinary shares held by Fortune Rising Holdings Limited into 6,493,104 ADSs were completed on January 9, 2015. Immediately after the completion of the logistical procedure on January 9, 2015, Fortune Rising Holdings Limited held 93,864,702 Class B ordinary shares, representing 3.4% of the total outstanding ordinary shares of the Issuer, and the voting power of the shares beneficially owned represented 14.1% of the total outstanding voting power. See Item 4.

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Item 1(a).

Name of Issuer:

JD.com, Inc.

Item 1(b).

Address of Issuer's Principal Executive Offices:
10th Floor, Building A, North Star Century Center
No. 8 Beichen West Street
Chaoyang District, Beijing 100101
The People's Republic of China

Item 2(a).

Name of Person Filing:

Richard Qiangdong Liu

Max Smart Limited

Fortune Rising Holdings Limited

Item 2(b).

Address of Principal Business Office, or, if none, Residence:

Richard Qiangdong Liu

JD.com, Inc.

10th Floor, Building A, North Star Century Center

No. 8 Beichen West Street

Chaoyang District, Beijing 100101

The People's Republic of China

Max Smart Limited

c/o Richard Qiangdong Liu

JD.com, Inc.

10th Floor, Building A, North Star Century Center

No. 8 Beichen West Street

Chaoyang District, Beijing 100101

The People's Republic of China

Fortune Rising Holdings Limited

c/o Richard Qiangdong Liu

JD.com, Inc.

10th Floor, Building A, North Star Century Center

No. 8 Beichen West Street

Chaoyang District, Beijing 100101

The People's Republic of China

Item 2(c).

Citizenship:

Richard Qiangdong Liu People's Republic of China

Max Smart Limited British Virgin Islands

Fortune Rising Holdings Limited British Virgin Islands

Item 2(d).

Title of Class of Securities:

Ordinary shares, par value of \$0.00002 per share

The Issuer's ordinary shares consist of Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for voting and conversion rights. Each Class A ordinary share is entitled to one vote, and each Class B ordinary share is entitled to twenty votes. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share, whereas Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

Item 2(e).

CUSIP No.:
47215P 106

This CUSIP number applies to the American Depositary Shares of the Issuer, each representing two Class A ordinary shares of the Issuer, par value \$0.00002 per share. No CUSIP has been assigned to the ordinary shares.

Item 3.

If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the persons filing is a:
Not applicable

Item 4.**Ownership**

The following information with respect to the ownership of the ordinary shares of par value of \$0.00002 per share of JD.com, Inc. by each of the reporting persons is provided as of December 31, 2014:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Richard Qiangdong Liu	558,816,099	20.1	558,816,099	0	449,444,989	0
Max Smart Limited	449,444,989	16.2	449,444,989	0	449,444,989	0
Fortune Rising Holdings Limited	106,850,910	3.9	106,850,910	0	106,850,910	0

The 558,816,099 ordinary shares of the Issuer beneficially owned by Mr. Richard Qiangdong Liu comprise (i) 449,444,989 Class B ordinary shares directly held by Max Smart Limited as described below, (ii) 106,850,910 Class B ordinary shares held by Fortune Rising Holdings Limited as described below, and (iii) 2,520,200 class A ordinary shares with respect to which one shareholder of the Issuer, Accurate Way Limited, has irrevocably granted the voting rights to Mr. Richard Qiangdong Liu as its exclusive proxy and attorney-in-fact pursuant to a voting agreement and irrevocable proxy.

Max Smart Limited, a British Virgin Islands company, directly holds 449,444,989 Class B ordinary shares of the Issuer. Max Smart Limited is 100% owned by UBS Nominees Limited on behalf of The Max Smart Trust, with UBS Trustees (BVI) Ltd. as the trustee, Mr. Richard Qiangdong Liu as the settlor and protector, and Mr. Liu and others designated by Mr. Liu as beneficiaries. Mr. Liu reserves the right to revoke The Max Smart Trust without the consent of another person, and Mr. Liu is the sole director of Max Smart Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Liu may be deemed to beneficially own all of the ordinary shares of the Issuer held by Max Smart Limited.

As of December 31, 2014, Fortune Rising Holdings Limited, a British Virgin Islands company, held 106,850,910 Class B ordinary shares for the purpose of transferring such shares to the plan participants according to awards granted by the Issuer under the Issuer's Share Incentive Plan, and administers the awards and acts according to the Issuer's instructions. Mr. Richard Qiangdong Liu is the sole shareholder and the sole director of Fortune Rising Holdings Limited. As the representative of Fortune Rising Holdings Limited, Mr. Liu can exercise the voting power with respect to these shares on behalf of Fortune Rising Holdings Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Liu may be deemed to beneficially own all of the ordinary shares of the Issuer held by Fortune Rising Holdings Limited.

The percentage of the class of securities beneficially owned by each of the reporting persons as of December 31, 2014 is based on 2,777,592,702 outstanding ordinary shares as a single class, being the sum of 2,237,460,751 Class A ordinary shares and 556,295,899 Class B ordinary shares outstanding as of December 31, 2014 assuming conversion of all Class B ordinary shares into Class A ordinary shares, and excluding the 16,163,948 Class A ordinary shares issued to the Issuer's depository bank for bulk issuance of ADSs reserved for future issuances upon the exercising or vesting of awards granted under the Issuer's Share Incentive Plan.

* During the period from December 8, 2014 through December 31, 2014, Fortune Rising Holdings Limited sold an aggregate of 6,493,104 ADSs (representing 12,986,208 Class A ordinary shares) in the open market on behalf of certain employees of the Issuer (not including Mr. Richard Qiangdong Liu) who wished to sell the shares that they had received upon the exercising or vesting of the awards granted to them under the Issuer's Share Incentive Plan. The logistics with the Issuer's Cayman registrar and depository bank, including the conversion of 12,986,208 Class B ordinary shares held by Fortune Rising Holdings Limited into an equal number of Class A ordinary shares and the conversion of these Class A ordinary shares into 6,493,104 ADSs, were completed on January 9, 2015. Immediately after the completion of these logistical procedures on January 9, 2015, Fortune Rising Holdings Limited held 93,864,702 Class B ordinary shares, and the ownership of the ordinary shares of the Issuer by each of the reporting persons is as follows:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Richard Qiangdong Liu	545,829,891	19.7	545,829,891	0	449,444,989	0
Max Smart Limited	449,444,989	16.3	449,444,989	0	449,444,989	0
Fortune Rising Holdings Limited	93,864,702	3.4	93,864,702	0	93,864,702	0

The percentage of the class of securities beneficially owned by each of the reporting persons as of January 9, 2015 is based on 2,764,606,494 outstanding ordinary shares as a single class, being the sum of 2,250,446,959 Class A ordinary shares and 543,309,691 Class B ordinary shares outstanding as of January 9, 2015 assuming conversion of all Class B ordinary shares into Class A ordinary shares, and excluding the 29,150,156 Class A ordinary shares issued to the Issuer's depository bank for bulk issuance of ADSs reserved for future issuances upon the exercising or vesting of awards granted under the Issuer's Share Incentive Plan.

- Item 5. Ownership of Five Percent or Less of a Class**
Not applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person**
Not applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**
Not applicable
- Item 8. Identification and Classification of Members of the Group**
Not applicable
- Item 9. Notice of Dissolution of Group**
Not applicable
- Item 10. Certifications**
Not applicable

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: February 4, 2015

Richard Qiangdong Liu

/s/ Richard Qiangdong Liu
Richard Qiangdong Liu

Max Smart Limited

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

Fortune Rising Holdings Limited

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

LIST OF EXHIBITS

Exhibit No.	Description
99.1	Joint Filing Agreement