

LightInTheBox Holding Co., Ltd.
Form SC 13D/A
November 13, 2018

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

LightInTheBox Holding Co., Ltd.

(Name of Issuer)

Ordinary shares, par value US\$0.000067 per share**

American Depositary Shares

(Title of Class of Securities)

53225G102***

(CUSIP Number)

Carina Foo

Company Secretary

Zall Smart Commerce Group Ltd. (formerly known as Zall Group Ltd.)

Suite 2101, 21st Floor, Two Exchange Square

Central, Hong Kong

852-3153-5808

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

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With copies to:

Ning Zhang, Esq.
Morgan, Lewis & Bockius LLP
Beijing Kerry Centre South Tower, Suite 823
8th Floor, No. 1 Guang Hua Road, Chaoyang District
Beijing, 100020

David A. Sirignano, Esq.
Morgan, Lewis & Bockius, LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

November 6, 2018

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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.

** Not for trading, but in connection with the registration of the American Depositary Shares, each representing two ordinary shares.

*** CUSIP Number of the American Depositary Shares.

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	Name of Reporting Person I.R.S. Identification of Above Person Zall Development (HK) Holding Company Limited	
2	Check the Appropriate Box if a Member of a Group (a) ☐ o (b) ☒ x	
3	SEC Use Only	
4	Source of Funds AF	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o	
6	Citizenship or Place of Organization Hong Kong	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 4,217,782
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 4,217,782
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,217,782	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐ o	
13	Percent of Class Represented by Amount in Row (11) 3.2%	
14	Type of Reporting Person CO	

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CUSIP No. 53225G102

13D/A

- 1** Name of Reporting Person
I.R.S. Identification of Above Person
Zall Cross-border E-commerce Investment Company Limited
- 2** Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
- 3** SEC Use Only
- 4** Source of Funds
AF
- 5** Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
- 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
49,956,641 |
| | 9 | Sole Dispositive Power
0 |
| | 10 | Shared Dispositive Power
42,500,000 |
- 11** Aggregate Amount Beneficially Owned by Each Reporting Person
49,956,641
- 12** Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
- 13** Percent of Class Represented by Amount in Row (11)
37.5%
- 14** Type of Reporting Person
CO

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CUSIP No. 53225G102

13D/A

1	Name of Reporting Person I.R.S. Identification of Above Person Zall Development (BVI) Holding Company Limited
2	Check the Appropriate Box if a Member of a Group (a) ☐ (b) ☒
3	SEC Use Only
4	Source of Funds WC
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
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 54,174,423
	9 Sole Dispositive Power 0
	10 Shared Dispositive Power 46,717,782
11	Aggregate Amount Beneficially Owned by Each Reporting Person 54,174,423
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐
13	Percent of Class Represented by Amount in Row (11) 40.6%
14	Type of Reporting Person CO

13D/A

Zall Smart Commerce Group Ltd. (formerly known as Zall Group Ltd.)

(a) O

(b) X

4 Source of Funds
AF

6 Citizenship or Place of Organization
Cayman Islands

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8	Shared Voting Power
	54,174,423

9 Sole Dispositive Power
0

10	Shared Dispositive Power
	46,717,782

11	Aggregate Amount Beneficially Owned by Each Reporting Person
	54,174,423

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐

13 Percent of Class Represented by Amount in Row (11)
40.6%

14 Type of Reporting Person
HC

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CUSIP No. 53225G102

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1	Name of Reporting Person I.R.S. Identification of Above Person	
	Zall Development Investment Company Limited	
2	Check the Appropriate Box if a Member of a Group	
	(a)	o
	(b)	x
3	SEC Use Only	
4	Source of Funds	
	AF	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	o
6	Citizenship or Place of Organization	
	British Virgin Islands	
	7	Sole Voting Power
		0
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power
		54,174,423
	9	Sole Dispositive Power
		0
	10	Shared Dispositive Power
		46,717,782
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	54,174,423	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares	o
13	Percent of Class Represented by Amount in Row (11)	
	40.6%	
14	Type of Reporting Person	
	CO	

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1	Name of Reporting Person I.R.S. Identification of Above Person	
	Yan Zhi	
2	Check the Appropriate Box if a Member of a Group	
	(a)	☐
	(b)	☒
3	SEC Use Only	
4	Source of Funds AF	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or Place of Organization People's Republic of China (PRC)	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 54,174,423
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 46,717,782
11	Aggregate Amount Beneficially Owned by Each Reporting Person 54,174,423	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares ☐	
13	Percent of Class Represented by Amount in Row (11) 40.6%	
14	Type of Reporting Person IN	

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Item 1. Security and Issuer.

This Amendment No. 5 to the statement on Schedule 13D (this **Amendment**) relates to Ordinary Shares of LightInTheBox Holding Co., Ltd., a company incorporated in the Cayman Islands (the **Issuer**). Two Ordinary Shares of the Issuer are represented by one American depository share (**ADS**). The Issuer's principal executive offices are located at Tower 2, Area D, Diantong Square; No. 7 Jiuxianqiao North Road; Chaoyang District, Beijing 100015; PRC.

This Amendment supplements and amends the statement on Schedule 13D filed on April 1, 2016, amendment No. 1 filed thereto on October 21, 2016, amendment No. 2 filed thereto on March 30, 2017, amendment No. 3 filed thereto on May 9, 2017, and amendment No. 4 filed on July 3, 2018 (as amended, the **Initial Statement**). Capitalized terms used in this Amendment, but not otherwise defined, have the meanings given to them in the Initial Statement.

Other than as amended by this Amendment, the disclosures in the Initial Statement are unchanged. Responses to each item of this Amendment are incorporated by reference into the response to each other item, as applicable.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Initial Statement is hereby amended and restated with the following:

Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See the information contained on the cover pages of this amended Statement on Schedule 13D, which is incorporated by reference. The percentage of Ordinary Stock reported as beneficially owned by each Reporting Person is based upon the 133,293,041 **Ordinary Shares** outstanding as of June 30, 2018 as reported in the Issuer's unaudited condensed consolidated balance sheets filed with the U.S. Securities and Exchange Commission on a Form 6-K dated September 21, 2018.

(b) See the information contained on the cover pages of this amended Statement on Schedule 13D, which is incorporated by reference.

By virtue of the Voting Agreement between E-Commerce and Wincore, described in greater detail under Item 6 in amendment No. 4 to this Schedule 13D, pursuant to which E-Commerce may direct Wincore to vote Wincore's equity interests in E-Commerce's sole discretion, E-Commerce may be deemed to be a member of a group with each other, and E-Commerce may be deemed to have indirect voting power over Wincore's 7,456,641 shares. The number of shares reported in the cover pages as shared voting power includes those shares. E-Commerce does

not have control over Wincore's disposition of its equity interests.

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

Item 6 of the Initial Statement is hereby amended and supplemented with the following:

On November 6, 2018, E-Commerce and Aokang entered into an Amendment to Deed of Acting-in-Concert, pursuant to which the Deed of Acting-in-Concert, described in Item 6 of amendment No. 4 of this Schedule 13D, was invalidated as of that date. As such, E-Commerce may no longer direct the vote of Aokang's 24,553,810 shares, both parties may dispose their holdings without the consent of the other, the parties may no longer be deemed members of a group with each other, and the E-Commerce may no longer be deemed to have indirect voting power and dispositive power over Aokang's shares. A copy of the English translation of the Amendment to Deed of Acting-in-Concert is filed as Exhibit 1 hereto and the foregoing description is qualified in its entirety to such exhibit.

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Item 7. Material to be Filed as Exhibits.

Item 7 of the Initial Statement is hereby amended and supplemented by adding the following:

Exhibit Number	Description
1	English translation of Amendment to Deed of Acting-in-Concert dated November 6, 2018 between Zall Cross-border E-Commerce Investment Company Limited and Aogang International (Hong Kong) Corporation Limited.

SIGNATURES

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: November 12, 2018

Zall Development (HK) Holdings Company Limited

By: /s/ Yan Zhi
Name: Yan Zhi
Title: Director

Zall Cross-border E-commerce Investment Company Limited

By: /s/ Yan Zhi
Name: Yan Zhi
Title: Director

Zall Development (BVI) Holding Company Limited

By: /s/ Yan Zhi
Name: Yan Zhi
Title: Director

Zall Smart Commerce Group Ltd.

By: /s/ Yan Zhi
Name: Yan Zhi
Title: Director

Zall Development Investment Company Limited

By: /s/ Yan Zhi
Name: Yan Zhi
Title: Director

/s/ Yan Zhi
Name: Yan Zhi

