

JD.com, Inc.
Form F-6EF
December 15, 2014

As filed with the U.S. Securities and Exchange Commission on December 15, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933
For American Depositary Shares Evidenced by American Depositary Receipts

JD.com, Inc.
(Exact name of Issuer of deposited securities as specified in its charter)

Cayman Islands
(Jurisdiction of Incorporation or organization of Issuer)

DEUTSCHE BANK TRUST COMPANY AMERICAS
(Exact name of depositary as specified in its charter)

60 Wall Street, New York, New York 10005
Tel. No.: (212) 250-9100
(Address, including zip code, and telephone number of depositary's principal offices)

Law Debenture Corporate Services Inc.
400 Madison
Avenue, 4th Floor,
New York, New York 10017
(212) 750-6474
(Address, including zip code, and telephone number of agent for service)

Copy to:
DEUTSCHE BANK TRUST COMPANY AMERICAS
60 Wall Street
New York, New York 10005

It is proposed that this filing become effective under Rule 466

☒ immediately upon filing ☐ on (Date) at (Time)

If a separate registration statement has been filed to register the deposited shares, check the following box. ☐

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price	Proposed maximum aggregate	Amount of registration fee
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		per unit (1)	offering price (2)	
American Depositary Shares, each representing two Class A ordinary shares of JD.com, Inc.	1,200,000,000	\$0.05	\$60,000,000	\$6972.00
	American Depositary Shares			

(1) Each unit represents one American Depositary Share.

(2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of such Receipts evidencing such American Depositary Shares.

This registration statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The prospectus consists of the proposed form of American Depositary Receipt (“Receipt”) included as Exhibits A and B to the form of Deposit Agreement and filed as Exhibit (a)(2) to this registration statement and incorporated herein by reference.

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Required Information	Location in Form of Receipt Filed Herewith as Prospectus
1. Name of depositary and address of its principal executive office	Face of Receipt – introductory paragraph
2. Title of Receipts and identity of deposited securities	Face of Receipt – top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share (“ADS”)	Face of Receipt – upper right corner
(ii) The procedure for voting the deposited securities	Reverse of Receipt – Articles 14 and 15
(iii) The procedure for collecting and distributing dividends	Reverse of Receipt – Articles 13 and 14
(iv) The procedures for transmitting notices, reports and proxy soliciting material	Face of Receipt – Article 12; Reverse of Receipt – Articles 14 and 15
(v) The sale or exercise of rights	Reverse of Receipt – Articles 13 and 14
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt – Articles 3, 6 and 9; Reverse of Receipt – Articles 13 and 16
(vii) Amendment, extension or termination of the deposit arrangements	Reverse of Receipt – Articles 20 and 21 (no provision for extension)
(viii) The rights of holders of Receipts to inspect the books of the depositary and the list of holders of Receipts	Face of Receipt – Article 12
(ix) Restrictions upon the right to transfer or withdraw the underlying securities	Face of Receipt – Articles 2, 3, 4, 6, 8, 9 and 10 Reverse of Receipt – Article 22

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| (x) Limitation on the depositary's liability | Face of Receipt – Article 10;
Reverse of Receipt – Articles 15, 16, 17 and 18 |
| 3. Fees and charges that a holder of Receipts may have to pay, either directly or indirectly | Face of Receipt – Article 9 |
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Item 2. AVAILABLE INFORMATION

Required Information	Location in Form of Receipt Filed Herewith as Prospectus
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(b) Periodic reporting requirements and certain reports filed with the Commission	Face of Receipt – Article 12
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JD.com, Inc. (the “Company”) is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and furnishes certain reports to, the Commission. These reports can be retrieved from the Commission’s internet website (www.sec.gov) and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a)(1) Form of Deposit Agreement, by and among the Company, Deutsche Bank Trust Company Americas, as depositary (the “Depositary”), and all holders and beneficial owners from time to time of ADSs issued thereunder (“Deposit Agreement”). — Previously filed as Exhibit (a) to Registration Statement No. 333-195849 and incorporated herein by reference.
- (a)(2) Form of American Depositary Receipt. — Filed herewith as Exhibit (a)(2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the ADSs registered hereunder or the custody of the deposited securities represented thereby. — Not applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — Not applicable.
- (d) Opinion of counsel to the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of attorney for certain officers and directors of the Company. — Set forth on the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.
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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, Deutsche Bank Trust Company Americas, on behalf of the legal entity created by the agreement for the issuance of American Depositary Shares, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 15, 2014.

Legal entity created by the agreement for the issuance of
American Depositary Receipts evidencing American
Depositary Shares for Class A ordinary shares of
JD.com, Inc.

By: DEUTSCHE BANK TRUST
COMPANY
AMERICAS, Depositary

By: /s/ Michael Curran
Name: Michael Curran
Title: Vice President

By: /s/ Christopher Konopelko
Name: Christopher Konopelko
Title: Director

Pursuant to the requirements of the Securities Act of 1933, as amended, JD.com, Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, the People's Republic of China, on December 15, 2014.

JD.com, Inc.

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Richard Qiangdong Liu and Sidney Xuande Huang, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this Registration Statement has been signed by the following persons on December 15, 2014, in the capacities indicated.

Signature	Title
/s/ Richard Qiangdong Liu Name: Richard Qiangdong Liu	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
/s/ Martin Chi Ping Lau Name: Martin Chi Ping Lau	Director
Name: Ming Huang	Director
/s/ Louis T. Hsieh Name: Louis T. Hsieh	Director
/s/ David Daokui Li Name: David Daokui Li	Director
/s/ Sidney Xuande Huang Name: Sidney Xuande Huang	Chief Financial Officer (Principal Financial and Accounting Officer)

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of JD.com, Inc., has signed this registration statement in New York, New York, United States of America on December 15, 2014.

Law Debenture Corporate Services Inc.

By: /s/ Giselle Manon
Name: Giselle Manon
on behalf of Law Debenture Corporate Services Inc.
Title: Service of Process Officer

INDEX TO EXHIBITS

Exhibit
Number

- (a)(2) Form of American Depositary Receipt
- (d) Opinion of counsel to the Depositary as to the legality of the securities to be registered.
- (e) Rule 466 Certification