

LightInTheBox Holding Co., Ltd.
Form 8-A12B/A
May 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

LightInTheBox Holding Co., Ltd.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State of incorporation or organization)

Not Applicable
(I.R.S. Employer Identification No.)

Building 2, Area D, Floor 1-2, Diantong Times Square

No. 7 Juxianqiao North Road

Chaoyang District, Beijing 100020

People's Republic of China

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| American Depositary Shares, each representing two ordinary shares | New York Stock Exchange, Inc. |
| Ordinary Shares, par value US\$0.000067 per share | New York Stock Exchange, Inc.* |

* Not for trading, but only in connection with the listing of the American Depositary Shares on the New York Stock Exchange, Inc. The American Depositary Shares represent the right to receive the Ordinary Shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from registration under Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: 333-187965

Securities to be registered pursuant to Section 12(g) of the Act: None.

Explanatory Note

This Amendment No. 1 to our Form 8-A filed with the Securities and Exchange Commission on May 23, 2013 amends the American Depositary Shares ratio to one American Depositary Share representing two ordinary shares.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities to be registered will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form F-1 (File No. 333-187965) relating to such securities, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 424(b), the Prospectus). The description of the securities contained in the Prospectus is hereby incorporated by reference into this Form 8-A/A. Copies of such description will be filed with the New York Stock Exchange, Inc.

Item 2. Exhibits.

The securities being registered hereby are to be registered on an exchange on which no other securities of the Registrant are registered. The necessary exhibits will be supplied to the New York Stock Exchange, Inc. and are not filed with or incorporated by reference to this Registration Statement.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LightInTheBox Holding Co., Ltd.

| | |
|--------|---|
| By: | /s/Quji (Alan) GUO |
| Name: | Quji (Alan) GUO |
| Title: | Chairman of the Board and Chief Executive Officer |

Dated: May 28, 2013