

LightInTheBox Holding Co., Ltd.
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

LightInTheBox Holding Co., Ltd.
(Name of Issuer)

Ordinary Shares, par value US\$0.000067 per share
(Title of Class of Securities)

53225G102
(CUSIP Number)

December 31, 2015
(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 disclosures provided in a prior cover page.

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).

(Continued on following pages)

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Exhibit Index Contained on Page 14

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Ventures III, L.P. (“GSR III”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER.

NUMBER OF SHARES BENE- FICIALLY OWNED BY EACH REPORTING PERSON WITH

9,932,391¹ shares, all of which are directly owned by GSR III, except that GSR Partners III, L.P. 5 (“Partners III”), the general partner of GSR III, and GSR Partners III, Ltd (GSR III Ltd”), the general partner of Partners III, may be deemed to have sole voting power, and Richard Lim, Sonny Wu, James Ding, Alexander Pan and Ryann Yap, the members of GSR III Ltd (the “Members”), may be deemed to have shared voting power with respect to such shares.

SHARED VOTING POWER

6

OWNED BY EACH REPORTING PERSON WITH

See response to row 5.

SOLE DISPOSITIVE POWER

79,932,391¹ shares, all of which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%²

12 TYPE OF REPORTING PERSON (See Instructions) PN

¹ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

² As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Partners III, L.P. ("Partners III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF

SHARES 59,932,391³ shares, all of which are directly owned by GSR III, except that Partners III may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

BENE- SHARED VOTING POWER

FICIALLY 6

See response to row 5.

OWNED BY SOLE DISPOSITIVE POWER.

EACH

REPORTING PERSON 79,932,391³ shares, all of which are directly owned by GSR III, except that Partners III may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

WITH 8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%⁴

12 TYPE OF REPORTING PERSON (See Instructions) PN

³ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

⁴ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Partners III, Ltd. (“GSR III Ltd”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER.

NUMBER OF

SHARES 59,932,391⁵ shares, all of which are directly owned by GSR III, except that GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

BENE- SHARED VOTING POWER

FICIALLY 6

See response to row 5.

OWNED BY SOLE DISPOSITIVE POWER

EACH

REPORTING PERSON 79,932,391⁵ shares, all of which are directly owned by GSR III, except that GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

WITH 8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%⁶

12 TYPE OF REPORTING PERSON (See Instructions) OO

⁵ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

⁶ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Richard Lim

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

US

SOLE VOTING POWER.

NUMBER OF 5

0 shares.

SHARES

SHARED VOTING POWER

BENE-
FICIALLY

69,932,391⁷ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

OWNED BY
EACH

SOLE DISPOSITIVE POWER.

7

REPORTING

0 shares.

SHARED DISPOSITIVE POWER.

PERSON

WITH

89,932,391⁷ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%⁸

12 TYPE OF REPORTING PERSON (See Instructions)

IN

⁷ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

⁸ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Sonny Wu

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Canada

SOLE VOTING POWER.

NUMBER OF 5

0 shares.

SHARES

SHARED VOTING POWER

BENE-
FICIALLY

69,932,391⁹ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

OWNED BY
EACH

SOLE DISPOSITIVE POWER.

7

REPORTING

0 shares.

SHARED DISPOSITIVE POWER.

PERSON

WITH

89,932,391⁹ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%¹⁰

12 TYPE OF REPORTING PERSON (See Instructions)

IN

⁹ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

¹⁰ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

James Ding

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Hong Kong

SOLE VOTING POWER.

NUMBER OF 5

0 shares.

SHARES

SHARED VOTING POWER

BENE-
FICIALLY

69,932,391¹¹ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

OWNED BY
EACH

SOLE DISPOSITIVE POWER.

7

REPORTING

0 shares.

SHARED DISPOSITIVE POWER.

PERSON

WITH

89,932,391¹¹ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See ..
Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.4%¹²

12 TYPE OF REPORTING PERSON (See Instructions) IN

¹¹ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

¹² As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Alexander Pan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Hong Kong

SOLE VOTING POWER.

NUMBER OF 5

0 shares.

SHARES

SHARED VOTING POWER

BENE-
FICIALLY

69,932,391¹³ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

OWNED BY
EACH

SOLE DISPOSITIVE POWER.

7

REPORTING

0 shares.

SHARED DISPOSITIVE POWER.

PERSON

WITH

89,932,391¹³ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%¹⁴

12 TYPE OF REPORTING PERSON (See Instructions)

IN

¹³ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

¹⁴ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Ryann Yap

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Singapore

SOLE VOTING POWER.

NUMBER OF 5

0 shares.

SHARES

SHARED VOTING POWER

BENE-
FICIALLY

69,932,391¹⁵ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

OWNED BY
EACH

SOLE DISPOSITIVE POWER.

7

REPORTING

0 shares.

SHARED DISPOSITIVE POWER.

PERSON

WITH

89,932,391¹⁵ shares, which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,932,391

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.4%¹⁶

12 TYPE OF REPORTING PERSON (See Instructions)

IN

¹⁵ Consists of (i) 9,721,891 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

¹⁶ As reported by the Issuer in its Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015, the total number of ordinary shares outstanding was 95,712,573 as of April 10, 2015.

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This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by (i) GSR Ventures III, L.P., a Cayman Islands limited partnership ("GSR III"); (ii) GSR Partners III, L.P., a Cayman Islands limited partnership ("Partners III"); (iii) GSR Partners III, Ltd, a Cayman Islands exempted company ("GSR III Ltd"); (iv) Richard Lim ("Lim"), a citizen of the United States; (v) Sonny Wu ("Wu"), a citizen of Canada; (vi) James Ding ("Ding"), a citizen of Hong Kong; (vii) Alexander Pan ("Pan"), a citizen of Hong Kong; and (viii) Ryann Yap ("Yap"), a citizen of Singapore (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER

LightInTheBox Holding Co., Ltd.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Tower 2, Area D, Diantong Square

No .7 Jiuxianqiao North Road
Chaoyang District, Beijing 100015
People's Republic of China

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is being filed by GSR III, Partners III, GSR III Ltd, Lim, Wu, Ding, Pan and Yap. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Partners III is the general partner of GSR III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. GSR III Ltd is the general partner of Partners III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. Lim, Wu, Ding, Pan and Yap are the members of GSR III Ltd (the "Members"), and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Partners III.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The principal business office of the Reporting Persons is:

c/o Golden Sand River (Hong Kong) Limited

Suite 4801, 48/F Central Plaza

18 Harbour Road, Wanchai, Hong Kong.

ITEM 2(C) CITIZENSHIP

GSR III and Partners III are Cayman Islands exempted limited partnerships. GSR III Ltd is a Cayman Islands exempted company. Lim is a citizen of the United States. Wu is a citizen of Canada. Ding and Pan are citizens of Hong Kong. Yap is a citizen of Singapore.

ITEM 2(D) TITLE OF CLASS OF SECURITIES

Ordinary Shares, par value US\$0.000067 per share

ITEM 2(E) CUSIP NUMBER

53225G102

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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.

Under certain circumstances set forth in the limited partnership agreements of GSR III and Partners III, and the memorandum and articles of association of GSR III Ltd, the general partner and limited partners or directors, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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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: February 12, 2016

Entities: GSR Ventures III, L.P.
GSR Partners III, L.P.
GSR Partners III, Ltd.

By: /s/ Ryann Yap
Ryann Yap, Attorney-in-fact for
the above-listed entities*

Individuals: Sonny Wu
Richard Lim
James Ding
Alexander Pan
Ryann Yap

By: /s/ Ryann Yap
Ryann Yap, Attorney-in-fact for
the above-listed individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	15

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of LightInTheBox Holding Co., Ltd. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.