

JD.com, Inc.
Form SC 13G/A
February 16, 2016
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 2)*

JD.com, Inc.
(Name of
Issuer)

Class A
Ordinary
Shares, par
value of
\$0.00002 per
share
(Title of Class
of Securities)

47215P106**
(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:

ý Rule 13d-1(b)

¨ Rule 13d-1(c)

¨ Rule 13d-1(d)

(Page 1 of 4

Pages)

*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.

**There is no CUSIP number assigned to the Class A Ordinary Shares. CUSIP number 47215P106 has been assigned to the American Depositary Receipts ("ADRs") of the Company, which are quoted on The NASDAQ Global Select Market under the symbol "JD." Each ADR represents 2 Class A Ordinary Shares.

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 | NAME OF REPORTING PERSON |
| 2 | Hillhouse Capital Management, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " |
| 3 | OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands SOLE VOTING POWER |
| 5 | 245,217,184 Class A Ordinary Shares SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 6 |
| 7 | -0- SOLE DISPOSITIVE POWER |
| 8 | 245,217,184 Class A Ordinary Shares SHARED DISPOSITIVE POWER |
| 9 | -0- |

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

245,217,184 Class A
Ordinary Shares

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

10.7% (See Item 4)
TYPE OF
REPORTING
PERSON

IA

This Amendment No. 2 (this "Amendment No. 2") amends and restates Item 4 of the statement on Schedule 13G originally filed on June 10, 2014 (the "Original Schedule 13G") and Amendment No 1 to the Original Schedule 13D filed on January 9, 2015 ("Amendment No. 1", and together with the Original Schedule 13G and this Amendment No. 2, the "Schedule 13G"), in its entirety as set forth below, with respect to the Class A Ordinary Shares of JD.com, Inc. (the "Company"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Schedule 13G.

Item
4. OWNERSHIP

The percentage set forth in this Schedule 13G is calculated based upon an aggregate of 2,285,690 Class A Ordinary Shares reported to be outstanding in the Company's Form F-3ASR filed on August 28, 2015.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for the Reporting Person and is incorporated herein by reference.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 16, 2016

HILLHOUSE CAPITAL MANAGEMENT, LTD.

/s/ Richard A. Hornung

Name: Richard A. Hornung

Title: General Counsel and Chief Compliance Officer