

JD.com, Inc.
Form SC 13G/A
February 14, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

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,
2016
(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).

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| | |
|----------|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | Hillhouse Capital Management, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Cayman Islands SOLE VOTING POWER |
| 5 | 193,936,122 Class A Ordinary Shares |
| 6 | SHARED VOTING POWER |
| 7 | -0- SOLE DISPOSITIVE POWER |
| 8 | 193,936,122 Class A Ordinary Shares SHARED DISPOSITIVE POWER |
| 9 | -0- AGGREGATE AMOUNT BENEFICIALLY |

OWNED BY EACH
REPORTING
PERSON

193,936,122 Class A
Ordinary Shares

CHECK BOX
IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES

PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

7.9% (See Item 4)

TYPE OF
REPORTING
PERSON

12

IA

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This Amendment No. 3 (this "Amendment No. 3") amends and restates Item 4 of the statement on Schedule 13G originally filed on June 10, 2014 (the "Original Schedule 13G"), Amendment No. 1 to the Original Schedule 13G filed on January 9, 2015 ("Amendment No. 1") and Amendment No. 2 to the Original Schedule 13G filed on February 16, 2016 ("Amendment No. 2", and together with the Original Schedule 13G, Amendment No. 1 and this Amendment No. 3, 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 OWNERSHIP
4.**

The percentage set forth in this Schedule 13G is calculated based upon an aggregate of 2,458,530,445 Class A Ordinary Shares of the Company reported to be outstanding, which is the sum of (i) 144,952,250 Class A Ordinary Shares issued by the Company on June 20, 2016 as reported in the Company's Report of Foreign Private Issuer on Form 6-K filed on June 21, 2016 and (ii) 2,313,578,195 Class A Ordinary Shares reported as outstanding as of December 31, 2015 in the Company's Form 20-F filed on April 18, 2016.

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 14, 2017

HILLHOUSE CAPITAL MANAGEMENT, LTD.

/s/ Richard A. Hornung

Name: Richard A. Hornung

Title: General Counsel and Chief Compliance Officer