

Baozun Inc.
Form 20-F/A
June 01, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

**..REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934
OR**

**..ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
^x1934
For the fiscal year ended December 31, 2015**

OR

**..TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
OR**

**..SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
Commission file number: 001-37385**

Baozun Inc.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

Building No. H, No. 1188 Wanrong Road

Zhabei District, Shanghai 200436

The People's Republic of China

(Address of principal executive offices)

Beck Zhaoming Chen

Chief Financial Officer

Building No. H, No. 1188 Wanrong Road

Zhabei District, Shanghai 200436

The People's Republic of China

Telephone: +86 21 6095-6000

(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)

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

Title of each class

**American Depositary Shares, each representing three
Class A Ordinary Shares, par value US\$0.0001 per share**

Name of each exchange on which registered

The NASDAQ Stock Market LLC

(The NASDAQ Global Select Market)

Class A Ordinary Shares, par value US\$0.0001 per share*

The NASDAQ Stock Market LLC

(The NASDAQ Global Select Market)

* Not for trading, but only in connection with the listing on the NASDAQ Global Select Market of the American depositary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2015, there were 151,471,369 ordinary shares outstanding, par value \$0.0001 per share, being the sum of 138,170,631 Class A ordinary shares and 13,300,738 Class B ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
" Yes x No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934. " Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes " No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). " Yes " No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer " Non-accelerated filer x

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Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting

U.S. GAAP Standards as issued by the International Other

Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

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EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A (“Amendment No. 1”) to the Annual Report on Form 20-F of Baozun Inc. (the “Company”) for the fiscal year ended December 31, 2015, filed on April 8, 2016 (the “2015 Form 20-F”), amends the Company’s 2015 Form 20-F to include the consolidated financial statements of Automoney Inc. as of and for the fiscal year ended December 31, 2015 as required pursuant to Rule 3-09 of Regulation S-X by amending “Item 18—Financial Statements” and “Item 19—Exhibits.” The consolidated financial statements of Automoney Inc. were prepared and provided to the Company by Automoney Inc.

In addition, this Amendment No. 1 is also being filed for the purposes to:

amend the average GMV per GMV brand partner for the year ended December 31, 2015 on page 5 under the subsection of “Item 3. Key Information—A. Selected Financial Data” of the 2015 Form 20-F and page 56 under the subsection of “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Financial Operations Overview” of the 2015 Form 20-F to RMB75 million; and

amend GMV of the Company’s Maikefeng platform in 2015 on page 6 under the subsection of “Item 3. Key Information—A. Selected Financial Data” of the 2015 Form 20-F and page 56 under the subsection of “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Financial Operations Overview” of the 2015 Form 20-F to RMB213.5 million (US\$33.0 million).

Other than as set forth herein, the Company has not modified or updated any other disclosures and has made no changes to the items or sections in the 2015 Form 20-F. Other than as expressly set forth above, this Amendment No. 1 does not, and does not purport to, amend, update or restate the information in any part of the 2015 Form 20-F or reflect any events that have occurred after the 2015 Form 20-F was filed on April 8, 2016. The filing of this Amendment No. 1, and the inclusion of newly executed certifications, should not be understood to mean that any other statements contained in the original filing are true and complete as of any date subsequent to April 8, 2016. Accordingly, this Amendment No. 1 should be read in conjunction with the 2015 Form 20-F and the documents filed with or furnished to the Securities and Exchange Commission by the Company subsequent to April 8, 2016, including any amendments to such documents.

PART III

ITEM 18. FINANCIAL STATEMENTS

The consolidated financial statements of Baozun Inc., its subsidiaries and variable interest entity are included on pages F-1 through F-38 of the 2015 Form 20-F, which was filed on April 8, 2016.

The consolidated financial statements of Automoney Inc. are incorporated herein by reference to Exhibit 15.3.

ITEM 19. EXHIBITS

Exhibit

Description of Document

Number

- | | |
|-----|--|
| 1.1 | Fourth Amended and Restated Memorandum and Articles of Association of the Registrant, as amended (incorporated by reference to Exhibit 3.2 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 5, 2015) |
| 2.1 | Registrant's Specimen Share Certificate (incorporated by reference to Exhibit 4.2 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 5, 2015) |
| 2.2 | Form of Deposit Agreement among the Registrant, JP. Morgan Chase Bank, N.A., as depositary, and holders from time to time of the American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 15, 2015) |
| 2.3 | Form of American Depositary Receipt (incorporated by reference to Exhibit 4.1 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 15, 2015) |
| 2.4 | Amended and Restated Shareholders' Agreement, dated as of October 29, 2014, among the Registrant, the then shareholders of the Registrant and certain other parties listed thereunder (incorporated by reference to Exhibit 4.4 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015) |

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- 2.5 Amendment Agreement to Amended and Restated Shareholders' Agreement, dated as of December 11, 2014, among the Registrant, the then shareholders of the Registrant and certain other parties listed thereunder (incorporated by reference to Exhibit 4.5 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 4.1 2014 Share Incentive Plan (incorporated by reference to Exhibit 10.1 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 4.2 2015 Share Incentive Plan (incorporated by reference to Exhibit 10.9 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 5, 2015)
- 4.3 Form of Indemnification Agreement with the Registrant's Directors and Officers (incorporated by reference to Exhibit 10.2 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May 5, 2015)
- 4.4 Form of Employment Agreement between the Registrant and Executive Officers of the Registrant (incorporated by reference to Exhibit 10.3 of Form F-1/A (File No. 333-203477) filed with the Securities and Exchange Commission on May8, 2015)
- 4.5 English Translation of Exclusive Technology and Services Agreement, dated as of April 1, 2014, between Shanghai Baozun E-Commerce Limited and Shanghai Zunyi Business Consulting Ltd. (incorporated by reference to Exhibit 10.4 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 4.6 English Translation of Exclusive Call Option Agreement for Shanghai Zunyi Business Consulting Ltd., dated as of April 1, 2014, among Mr. Vincent Wenbin Qiu, Mr. Michael Qingyu Zhang, Shanghai Baozun E-Commerce Limited and Shanghai Zunyi Business Consulting Ltd. (incorporated by reference to Exhibit 10.5 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 4.7 English Translation of Shareholders' Voting Rights Proxy Agreement for Shanghai Zunyi Business Consulting Ltd., dated as of July 28, 2014, among Mr. Vincent Wenbin Qiu, Mr. Michael Qingyu Zhang, Shanghai Baozun E-Commerce Limited and Shanghai Zunyi Business Consulting Ltd. (incorporated by reference to Exhibit 10.6 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)

- 4.8 English Translation of Equity Pledge Agreement for Shanghai Zunyi Business Consulting Ltd., dated as of July 28, 2014, among Mr. Vincent Wenbin Qiu, Shanghai Baozun E-Commerce Limited and Shanghai Zunyi Business Consulting Ltd. (incorporated by reference to Exhibit 10.7 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 4.9 English Translation of Equity Pledge Agreement for Shanghai Zunyi Business Consulting Ltd., dated as of July 28, 2014, among Mr. Michael Qingyu Zhang, Shanghai Baozun E-Commerce Limited and Shanghai Zunyi Business Consulting Ltd. (incorporated by reference to Exhibit 10.8 of Form F-1 (File No. 333-203477) filed with the Securities and Exchange Commission on April 17, 2015)
- 8.1*** List of Significant Subsidiaries and Consolidated Affiliated Entity
- 12.1* CEO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 12.2* CFO Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 13.1** CEO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 13.2** CFO Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 15.1*** Consent of Independent Registered Public Accounting Firm
- 15.2*** Consent of Fangda Partners
- 15.3* Consolidated Financial Statements of Automoney Inc. as of and for the Fiscal Year ended December 31, 2015.
- 15.4* Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, Independent Auditors of Automoney Inc.
- 101.INS*** XBRL Instance Document.
- 101.SCH*** XBRL Taxonomy Extension Schema Document.
- 101.CAL*** XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF*** XBRL Taxonomy Extension Definition.
- 101.LAB*** XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE*** XBRL Taxonomy Presentation Linkbase Document.

* Filed herewith

**Furnished herewith

***Previously filed

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to this annual report on its behalf.

Baozun Inc.

By: /s/ Beck Zhaoming Chen
Name: Beck Zhaoming Chen
Title: Chief Financial Officer

Date: June 1, 2016