

JD.com, Inc.
Form SC 13G/A
February 14, 2018

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 4)*

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,
2017
(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 | 98,172,960 Class A Ordinary Shares |
| 6 | SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: -0- SOLE DISPOSITIVE POWER |
| 8 | 98,172,960 Class A Ordinary Shares SHARED DISPOSITIVE POWER |
| | -0- |

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

98,172,960 Class A
Ordinary Shares
CHECK BOX
IF THE
AGGREGATE
10 AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

3.45% (See Item 4)
TYPE OF
REPORTING
12 PERSON

IA

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This Amendment No.4 (this "Amendment No. 4") amends and restates Items 4 and 5 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"), Amendment No. 2 to the Original Schedule 13G filed on February 16, 2016 ("Amendment No. 2") and Amendment No. 3 to the Original Schedule 13G filed on February 14, 2017 ("Amendment No. 3" and together with the Original Schedule 13G, Amendment No. 1, Amendment No. 2 and this Amendment No. 4, 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. This Amendment No. 4 constitutes an "exit filing" for the Reporting Person.

Item
4. OWNERSHIP

The percentage set forth in this Schedule 13G is calculated based upon the 2,847,927,000 Class A Ordinary Shares of the Company reported to be outstanding as of September 30, 2017 in Exhibit 99.1 attached to the Company's Report of Foreign Private Issuer on Form 6-K filed with the Securities and Exchange Commission on November 15, 2017.

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.

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

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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, 2018

HILLHOUSE CAPITAL MANAGEMENT, LTD.

/s/ Richard A. Hornung

Name: Richard A. Hornung

Title: General Counsel and Chief Compliance Officer