

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)

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\*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

Hillhouse Capital  
Management, Ltd.  
CHECK

CHECK  
THE  
APPROPRIATE

APPROPRIATE  
BOX IF A  
MEMBER (b) "

## OF A GROUP

SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF

## ORGANIZATION

Cayman Islands  
SOLE  
VOTING  
POWER

5 193,936,122  
Class A  
Ordinary  
Shares

## 6 SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

**6 POWER**

-0-

SOLE  
DISPOSITIVE  
POWER

7 193,936,122  
Class A  
Ordinary  
Shares  
SHARED  
DISPOSITIVE

## 8 POWER

-0-  
AGGREGATE  
AMOUNT  
BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

193,936,122 Class A  
Ordinary Shares

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

7.9% (See Item 4)

TYPE OF

REPORTING

PERSON

IA

**CUSIP No. 47215P106 13G/A Page 3 of 4 Pages**

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 4. OWNERSHIP**

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