

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

(Amendment No. 3)

(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

VIPSHOP HOLDINGS LIMITED

(Name of Subject Company (Issuer))

VIPSHOP HOLDINGS LIMITED

(Name of Filing Person (Issuer))

1.50% Convertible Senior Notes due 2019

(Title of Class of Securities)

92763WAA1

(CUSIP Number of Class of Securities)

**Donghao Yang
Chief Financial Officer
Vipshop Holdings Limited
No. 20 Huahai Street
Liwan District, Guangzhou 510370
People's Republic of China
+86 (20) 2233-0000**

with copy to:

**Z. Julie Gao, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower, The Landmark
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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

CALCULATION OF FILING FEE

Transaction Valuation

US\$632,500,000⁽¹⁾

Amount of Filing Fee

US\$73,306.75⁽²⁾

- (1) Calculated solely for purposes of determining the filing fee. The purchase price of the 1.50% Convertible Senior Notes due 2019 (the "Notes"), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of March 14, 2017, there was US\$632,500,000 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$632,500,000 (excluding accrued but unpaid interest).
- (2) The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$115.90 for each US\$1,000,000 of the value of the transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: US\$73,306.75
Form or Registration No.: Schedule TO

Filing Party: Vipshop Holdings Limited
Date Filed: February 14, 2017

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 3 to Schedule TO (this “Amendment No. 3”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by Vipshop Holdings Limited (the “Company”) on February 14, 2017 and then amended and supplemented by Amendment No. 1 on February 22, 2017 and Amendment No. 2 on March 7, 2017 (as amended and supplemented, the “Schedule TO”) relating to the Company’s 1.50% Convertible Senior Notes due 2019 (the “Notes”). This Amendment No. 3 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Put Right Notice to the holders dated February 14, 2017 (as amended and supplemented by Amendment No. 1 and Amendment No. 2, the “Put Right Notice”). The information contained in the Schedule TO, including the Put Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 3 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 3 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The Put Right expired at 11:59 p.m., New York City time, on Tuesday, March 14, 2017 (the “Expiration Date”). The Company has been advised by Deutsche Bank Trust Company Americas, as paying agent (the “Paying Agent”), that pursuant to the terms of the Put Right Notice, US\$3,125,000 aggregate principal amount of the Notes were validly surrendered and not withdrawn as of the Expiration Date. The Company has accepted all of the surrendered Notes for repurchase pursuant to the terms of the Put Right Notice and has forwarded cash in payment of the 2017 Repurchase Price to the Paying Agent for distribution to the Holders that had exercised their Put Right. The aggregate amount of the 2017 Repurchase Price is US\$3,125,000. Following settlement of the 2017 Repurchase Price, US\$629,375,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

- (a)(1)* Put Right Notice to Holders of 1.50% Convertible Senior Notes due 2019 Issued by Vipshop Holdings Limited, dated February 14, 2017.
- (a)(5)(A)* Press release issued by the Company, dated February 14, 2017.
- (a)(5)(B)* Press release issued by the Company, dated February 22, 2017.
- (a)(5)(C)* Press release issued by the Company, dated March 7, 2017.
- (a)(5)(D) Press release issued by the Company, dated March 15, 2017.
- (b)(1)* US\$632,500,000 Facility Agreement, dated March 7, 2017, by and among the Company, as borrower, Vipshop International Holdings Limited, as guarantor, Credit Suisse AG, Singapore Branch, as mandated lead manager, Morgan Stanley Senior Funding, Inc., as mandated lead manager and agent, and the lender parties thereto.

- (d)(1)* Indenture, dated as of March 17, 2014, between the Company and Deutsche Bank Trust Company Americas, as trustee, incorporated by reference to Exhibit 2.4 from the Company's Annual Report on Form 20-F (File No. 001-35454) filed with the Securities and Exchange Commission on April 25, 2014.
- (d)(2)* First Supplemental Indenture, dated as of March 17, 2014, between the Company and Deutsche Bank Trust Company Americas, as trustee, incorporated by reference to Exhibit 2.5 from the Company's Annual Report on Form 20-F (File No. 001-35454) filed with the Securities and Exchange Commission on April 25, 2014.
- (d)(3)* Second Supplemental Indenture, dated as of November 11, 2014, between the Company and Deutsche Bank Trust Company Americas, as trustee, incorporated by reference to Exhibit 2.7 from the Company's Annual Report on Form 20-F (File No. 001-35454) filed with the Securities and Exchange Commission on April 24, 2015.
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

VIPSHOP HOLDINGS LIMITED

By: /s/ Donghao Yang
Name: Donghao Yang
Title: Chief Financial Officer

Dated: March 15, 2017

EXHIBIT INDEX

Exhibit No.	Description
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* Previously filed.



**Vipshop Announces Completion of the Put Right Offer for Its
1.50% Convertible Senior Notes due 2019**

Guangzhou, China, March 15, 2017 — Vipshop Holdings Limited (NYSE: VIPS), a leading online discount retailer for brands in China (“Vipshop” or the “Company”), today announced that it has completed its previously announced put right offer relating to its 1.50% Convertible Senior Notes due 2019 (the “Notes”). The put right offer expired at 11:59 p.m., New York City time, on Tuesday, March 14, 2017. Based on information from Deutsche Bank Trust Company Americas as the paying agent for the Notes, US\$3,125,000 aggregate principal amount of the Notes were validly surrendered and not withdrawn prior to the expiration of the put right offer. The aggregate purchase price of such Notes was US\$3,125,000. The Company has accepted all of the surrendered Notes for repurchase and has forwarded cash in payment of the same to the paying agent for distribution to the applicable holders.

Materials filed with the Securities and Exchange Commission (the “SEC”) will be available electronically without charge at the SEC’s website, www.sec.gov. Documents filed with the SEC may also be obtained without charge at the Company’s website, ir.vip.com.

About Vipshop Holdings Limited

Vipshop Holdings Limited is a leading online discount retailer for brands in China. Vipshop offers high quality and popular branded products to consumers throughout China at a significant discount to retail prices. Since it was founded in August 2008, the Company has rapidly built a sizeable and growing base of customers and brand partners. For more information, please visit www.vip.com.

Investor Relations Contact

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