
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM F-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Vipshop Holdings Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands

(State or other jurisdiction of incorporation or organization)

5961

(Primary Standard Industrial Classification Code Number)

Not Applicable

(I.R.S. Employer Identification Number)

**No. 20 Huahai Street,
Liwan District, Guangzhou 510370
The People's Republic of China
+86 (20) 2233-0000**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017
(212) 750-6474**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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**Approximate date of commencement of proposed sale to the public:
as soon as practicable after the effective date of this registration statement**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-186781

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered⁽¹⁾	Amount to be registered⁽²⁾	Proposed maximum offering price per ordinary share⁽³⁾	Proposed maximum aggregate offering price⁽³⁾	Amount of registration fee
Ordinary shares, par value US\$0.0001 per share	2,760,000	US\$12.61	US\$34,803,600	US\$4,748

- (1) American depositary shares issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-180029). Each American depositary share represents two ordinary shares.
- (2) Includes ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(c) under the Securities Act, based on the average of the high and low trading prices on March 13, 2013 of the Registrant's American depositary shares listed on the New York Stock Exchange, each representing two ordinary shares of the Registrant.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-186781) initially filed by Vipshop Holdings Limited (the "Company") with the Securities and Exchange Commission (the "Commission") on February 21, 2013, which was declared effective by the Commission on March 13, 2013, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Guangzhou, People's Republic of China, on March 14, 2013.

Vipshop Holdings Limited

By: /s/ Eric Ya Shen
 Name: Eric Ya Shen
 Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on March 14, 2013.

<u>Signature</u>	<u>Title</u>
<u>/s/ Eric Ya Shen</u> Eric Ya Shen	Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ Donghao Yang</u> Donghao Yang	Chief Financial Officer (principal financial and accounting officer)
<u>*</u> Arthur Xiaobo Hong	Director
<u>*</u> Bin Wu	Director
<u>*</u> Jacky Xu	Director
<u>*</u>	Director

Xing Liu

*

Director

Xing Peng

*

Director

Frank Lin

*

Director

Nanyan Zheng

*

Director

Kathleen Chien

*By: /s/ Eric Ya Shen
Name: Eric Ya Shen
Attorney-in-Fact

Signature of authorized representative in the United States

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of Vipshop Holdings Limited, has signed this Registration Statement or amendment thereto in New York, on March 14, 2013.

Authorized U.S. Representative

By: /s/ Diana Arias
Name: Diana Arias
Title: Senior Manager

Law Debenture Corporate Service Inc.

Vipshop Holdings Limited

EXHIBIT INDEX

Exhibit Number	Description of Document
5.1	Opinion of Travers Thorp Alberga, the Cayman Islands legal counsel to the Registrant, regarding the validity of the ordinary shares being registered
23.1	Consent of Deloitte Touche Tohmatsu
23.2	Consent of Travers Thorp Alberga (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Vipshop Holdings Limited (File No. 333-186781) initially filed with the Securities and Exchange Commission on February 21, 2013)



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Vipshop Holdings Limited
 No. 20 Huahai Street
 Liwan District, Guangzhou 510370
 The People's Republic of China

14 March 2013

Dear Sirs

Vipshop Holdings Limited.

We have acted as Cayman Islands legal advisers to Vipshop Holdings Limited (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the United States Securities and Exchange Commission (the "**Commission**") under the United States Securities Act of 1933 (the "**Act**"), and the related registration statement filed pursuant to Rule 462(b) of the Act (the "**Rule 462(b) Registration Statement**"), related to the offering and sale of American Depositary Shares representing certain ordinary shares, par value US\$0.0001 per share (the "**Shares**").

This opinion is given as Exhibit 5.1 to the Rule 462(b) Registration Statement, and in accordance with the terms of the Legal Matters section thereof.

1 Documents Reviewed

For the purposes of this opinion we have reviewed originals, copies or final drafts of the following documents, and such other documents as we have deemed necessary:

- 1.1 the Certificate of Incorporation dated 27 August 2010;
- 1.2 a Certificate of Good Standing issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**");
- 1.3 the Third Amended and Restated Memorandum and Articles of Association of the Company as conditionally adopted by a special resolution passed on 9 March 2012 and effective immediately upon completion of the Company's initial public offering of shares represented by American Depositary Shares (the "**M&A**");
- 1.4 the written resolutions of the board of Directors dated 19 February 2013 (the "**Resolutions**");
- 1.5 a certificate from a Director of the Company addressed to this firm, a copy of which is attached hereto (the "**Director's Certificate**");
- 1.6 the register of members of the Company (the "**Register of Members**"); and
- 1.7 the Registration Statement and the Rule 462(b) Registration Statement.

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		Cayman Islands and British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners:		Richard Thorp, Harriet
		Unger (England & Wales), Everton Robertson (England & Wales)

2 Assumptions

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion. The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director's Certificate, as to matters of fact, and the Certificate of Good Standing without further verification and have relied upon the following assumptions, which we have not independently verified:

- 2.1 copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals;
- 2.2 the genuineness of all signatures and seals;

2.3 there is no contractual or other prohibition (other than as may arise by virtue of the laws of the Cayman Islands) binding on the Company or on any other party prohibiting it from entering into and performing its obligations.

3 Opinions

The following opinions are given only as to matters of Cayman Islands law and we have assumed that there is nothing under any other law that would affect or vary the following opinions. Based upon, and subject to, the foregoing assumptions, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands;
 - 3.2 the authorized share capital of the Company is US\$50,000 divided into 500,000,000 Shares with a par value of US\$0.0001 each;
 - 3.3 the issue and allotment of the Shares as contemplated by the Rule 462(b) Registration Statement have been duly authorised by the board, and when issued by the Company against payment in full of the consideration, in accordance with the terms set out in the Registration Statement and duly registered in the Company's Register of Members (shareholders), such Shares will be validly issued, fully paid and non-assessable;
 - 3.4 the Shares to be sold by the Selling Shareholders (except for the Management Selling Shareholders named on Annex A hereto) have been legally and validly issued as fully paid and non-assessable, and the Shares to be sold by the Management Selling Shareholders named on Annex A hereto, will, upon exercise of certain options held by them immediately prior to the offering and sale of American Depositary Shares pursuant to the Rule 462(b) Registration Statement, be legally and validly issued as fully paid and non-assessable; and
 - 3.3 the statements under the caption "Taxation" in the prospectus forming part of the Rule 462(b) Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and such statements constitute our opinion.
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4 Qualifications

This opinion is subject to the qualification and limitation that under the Companies Law (2012) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as prima facie evidence of any matters which the Company Law (2012 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion. We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our firm under the headings "Enforceability of Civil Liabilities", "Taxation", "Legal Matters" and elsewhere in the prospectus included or incorporated by reference in the Rule 462(b) Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ TRAVERS THORP ALBERGA
TRAVERS THORP ALBERGA

Annex A

For the purpose of paragraph 3.4 of this opinion, "Management Selling Shareholders" who will exercise certain options held by them immediately prior to the offering and sale of American Depositary Shares pursuant to the Registration Statement and the Rule 462(b) Registration Statement means:

Golden Rich Enterprise Company Limited
Modern Choice Trading Limited
Crown Harvest Enterprise Limited
Yizhi Tang
Xiaohui Ma

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Vipshop Holdings Limited on Form F-1 of our report dated February 21, 2013, related to the consolidated financial statements of Vipshop Holdings Limited as of December 31, 2010, 2011 and 2012, and for each of the three years in the period ended December 31, 2012 and the related financial statement schedule, appearing in the Prospectus, which is part of the Registration Statement No. 333-186781 and to the reference to us under the headings “Experts” in such Prospectus.

/s/ Deloitte Touche Tohmatsu

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

March 14, 2013
