

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

**SCHEDULE TO**

(Amendment No. 1)

(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  
42/F, Edinburgh Tower, The Landmark  
15 Queen's Road, Central  
Hong Kong  
+852 3740-4700**

(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<sup>(1)</sup>

**Amount of Filing Fee**  
US\$73,306.75<sup>(2)</sup>

- (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 February 22, 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 filing fee was previously paid. 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: Not applicable  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

- 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)

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## INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed by Vipshop Holdings Limited (the “Company”) on February 14, 2017 (the “Schedule TO”), relating to the Company’s 1.50% Convertible Senior Notes due 2019 (the “Notes”). This Amendment relates to the right of each holder (the “Holder”) of the Notes to sell, and the obligation of the Company to purchase, the Notes, as set forth in the Company’s Put Right Notice to the Holders dated February 14, 2017 (the “Put Right Notice”) and the related notice materials filed as exhibits to the Schedule TO (which Put Right Notice and related notice materials, as amended or supplemented from time to time, collectively constitute the “Put Option”). The information contained in the Schedule TO, including the Put Right Notice, as supplemented and amended by the information contained in Items 1 and 4 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements the Schedule TO as set forth below and is intended to satisfy the disclosure requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

### ITEM 1. SUMMARY TERM SHEET.

Item 1 of the Schedule TO and the Summary Term Sheet contained in the Put Right Notice are hereby amended and supplemented to include the following information:

Your right to exercise the Put Right, which was previously set to expire at 5:00 p.m., New York City time, on Monday, March 13, 2017, will now expire at 11:59 p.m., New York City time, on Tuesday, March 14, 2017 (the “Expiration Date”). The deadline for the exercise of the right to withdraw a previous exercise of the Put Right, which was previously set at 5:00 p.m., New York City time, on Tuesday, March 14, 2017, will now also be 11:59 p.m., New York City time, on Tuesday, March 14, 2017. The 2017 Repurchase Price, which is equal to 100% of the principal amount of the Notes, *plus* any accrued and unpaid interest to, but not including, March 15, 2017, will be paid in cash with respect to any and all Notes validly surrendered for repurchase and not withdrawn prior to 11:59 p.m., New York City time, on Tuesday, March 14, 2017. The press release extending the Expiration Date is attached as Exhibit (a) (5)(B) hereto and incorporated herein by reference. All references in the Schedule TO and exhibits thereto to an expiration date of 5:00 p.m., New York City time on Monday, March 13, 2017, or to a deadline of 5:00 p.m., New York City time on Tuesday, March 14, 2017, are hereby amended to be references to 11:59 p.m., New York City time, on Tuesday, March 14, 2017.

### ITEM 4. TERMS OF THE TRANSACTION.

The Put Right Notice and Item 4 of the Schedule TO are hereby amended and supplemented to include the information set forth in Item 1 above, which is incorporated by reference herein, as well as the following information:

Holders of Notes in global form that wish to exercise the Put Right with respect to such Notes between 5:00 p.m. and 11:59 p.m., New York City time, on Tuesday, March 14, 2017 must, instead of complying with the DTC procedures, complete and sign a 2017 Repurchase Notice in the form attached to the Put Right Notice as Annex A in accordance with the instructions set forth therein, have the signature thereon guaranteed and deliver such manually signed 2017 Repurchase Notice to the Paying Agent prior to 11:59 p.m., New York City time, on Tuesday, March 14, 2017. All signatures on a 2017 Repurchase Notice must be guaranteed by a recognized participant in the Securities Transfer Agents Medallion Program, the NYSE Medallion Signature Program or the Stock Exchange Medallion Program (each, an “Eligible Institution”); *provided, however*, that signatures need not be guaranteed if such Notes are tendered for the account of an Eligible Institution. If a 2017 Repurchase Notice is signed by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, such person must so indicate when signing, and proper evidence satisfactory to the Company of the authority of such person so to act must be submitted.

Holders of Notes in global form that wish to withdraw previous exercise of the Put Right with respect to such Notes between 5:00 p.m. and 11:59 p.m., New York City time, on Tuesday, March 14, 2017 must, instead of complying with the DTC withdrawal procedures, complete and sign a notice of withdrawal specifying (1) the principal amount of the Notes with respect to which such notice of withdrawal is being submitted, which portion must be US\$1,000 aggregate principal amount or an integral multiple thereof, (2) the certificate numbers of the Notes in respect of which such notice of withdrawal is being submitted, and (3) the principal amount, if any, of such Note which remains subject to the 2017 Repurchase Notice, which portion must be US\$1,000 aggregate principal amount or an integral multiple thereof, and deliver such manually signed notice of withdrawal to the Paying Agent prior to 11:59 p.m., New York City time, on Tuesday, March 14, 2017.

For purposes of the Put Right Notice, the address of the Paying Agent is:

*By regular, registered or certified mail  
or overnight courier:*

DB Services Americas, Inc.  
5022 Gate Parkway Suite 200  
MS JCK01-0218  
Jacksonville, FL 32256  
U.S.A.

*For information or confirmation during  
regular business hours:*

Telephone: +1 (800) 735-7777

*By facsimile, for Eligible Institutions only:*

+1 (615) 866-3889

*For information or confirmation after 5:00 p.m.  
(New York City time) on March 14, 2017:*

Telephone: +1 (877) 843-9767  
E-mail: db.reorg@db.com

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**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.
- (b) Not applicable.
- (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.

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\* Previously filed.

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**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: February 22, 2017

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
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(a)(5)(B)	Press release issued by the Company, dated February 22, 2017
(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.
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\* Previously filed.

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**Vipshop Extends Put Right Exercise Period for  
1.50% Convertible Senior Notes due 2019**

Guangzhou, China, February 22, 2017 — Vipshop Holdings Limited (NYSE: VIPS), a leading online discount retailer for brands in China (“Vipshop” or the “Company”), today announced that it is extending the previously announced put right offer relating to its 1.50% Convertible Senior Notes due 2019 (the “Notes”) until 11:59 p.m., New York City time, on Tuesday, March 14, 2017. In addition, the period during which holders of the Notes may withdraw their exercise of the put right with respect to any Notes is also being extended until 11:59 p.m., New York City time, on Tuesday, March 14, 2017. The tender offer is being made pursuant to a Schedule TO (as amended), including a Put Right Notice dated February 14, 2017, which sets forth the terms of the put right. Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Put Right Notice.

Holders of Notes in global form that wish to exercise the Put Right with respect to such Notes between 5:00 p.m. and 11:59 p.m., New York City time, on Tuesday, March 14, 2017 must, instead of complying with the DTC procedures, complete and sign a 2017 Repurchase Notice in the form attached to the Put Right Notice as Annex A in accordance with the instructions set forth therein, have the signature thereon guaranteed and deliver such manually signed 2017 Repurchase Notice to the Paying Agent prior to 11:59 p.m., New York City time, on Tuesday, March 14, 2017. All signatures on a 2017 Repurchase Notice must be guaranteed by a recognized participant in the Securities Transfer Agents Medallion Program, the NYSE Medallion Signature Program or the Stock Exchange Medallion Program (each, an “Eligible Institution”); *provided, however*, that signatures need not be guaranteed if such Notes are tendered for the account of an Eligible Institution. If a 2017 Repurchase Notice is signed by a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or other person acting in a fiduciary or representative capacity, such person must so indicate when signing, and proper evidence satisfactory to the Company of the authority of such person so to act must be submitted.

Holders of Notes in global form that wish to withdraw previous exercise of the Put Right with respect to such Notes between 5:00 p.m. and 11:59 p.m., New York City time, on Tuesday, March 14, 2017 must, instead of complying with the DTC withdrawal procedures, complete and sign a notice of withdrawal specifying (1) the principal amount of the Notes with respect to which such notice of withdrawal is being submitted, which portion must be US\$1,000 aggregate principal amount or an integral multiple thereof, (2) the certificate numbers of the Notes in respect of which such notice of withdrawal is being submitted, and (3) the principal amount, if any, of such Note which remains subject to the 2017 Repurchase Notice, which portion must be US\$1,000 aggregate principal amount or an integral multiple thereof, and deliver such manually signed notice of withdrawal to the Paying Agent prior to 11:59 p.m., New York City time, on Tuesday, March 14, 2017.

Based on information from Deutsche Bank Trust Company Americas, no holders of the Notes had exercised their put right as of 5:00 p.m., New York City Time, on Tuesday, February 21, 2017.

This press release is for information only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell the Notes or any other securities of the Company. The offer to purchase the Notes will be only pursuant to, and the Notes may be tendered only in accordance with, the Company’s Put Right Notice dated February 14, 2017 and related documents, as amended and supplemented. Holders of Notes may request the Company’s Put Right Notice from the paying agent, Deutsche Bank Trust Company Americas.

*By regular, registered or certified mail  
or overnight courier:*

DB Services Americas, Inc.  
5022 Gate Parkway Suite 200  
MS JCK01-0218  
Jacksonville, FL 32256  
U.S.A.

*For information or confirmation during  
regular business hours:*

Telephone: +1 (800) 735-7777

*By facsimile, for Eligible Institutions only:*

+1 (615) 866-3889

*For information or confirmation after 5:00 p.m.  
(New York City time) on March 14, 2017:*

Telephone: +1 (877) 843-9767  
E-mail: db.reorg@db.com

**HOLDERS OF NOTES AND OTHER INTERESTED PARTIES ARE URGED TO READ THE COMPANY’S SCHEDULE TO, AS AMENDED, PUT RIGHT NOTICE AND OTHER RELEVANT DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT VIPSHOP HOLDINGS LIMITED AND THE PUT RIGHT.**

Materials filed with the SEC will be available electronically without charge at the SEC’s website, [www.sec.gov](http://www.sec.gov). Documents filed with the SEC may also be obtained without charge at the Company’s website, [ir.vip.com](http://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](http://www.vip.com).

## Investor Relations Contact

Vipshop Holdings Limited  
Millicent Tu  
Tel: +86 (20) 2233-0732  
Email: IR@vipshop.com

ICR, Inc.  
Jeremy Peruski  
Tel: +1 (646) 405-4866  
Email: IR@vipshop.com

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