

Wix.com Ltd.
Form SC 13G/A
January 12, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Wix.com Ltd.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

M98068105

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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Exhibit Index Contained on Page 9

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1 NAME OF REPORTING
PERSON Benchmark Capital
Partners VI, L.P. ("BCP VI")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY ⁵ SOLE VOTING POWER
EACH 0 shares
REPORTING
PERSON
WITH

⁶ SHARED VOTING POWER
0 shares
⁷ SOLE DISPOSITIVE POWER
0 shares
⁸ SHARED DISPOSITIVE POWER
0 shares
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
CHECK BOX IF THE AGGREGATE
10 AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED
11 BY AMOUNT IN ROW 9
H.0%
12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING
PERSON Benchmark Founders'
Fund VI, L.P. ("BFF VI")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
0 shares
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
H.0%
12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING
PERSON Benchmark Founders'
Fund VI-B, L.P. ("BFF VI-B")
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH
5 SOLE VOTING POWER
0 shares
6 SHARED VOTING POWER
0 shares
7 SOLE DISPOSITIVE POWER
0 shares
8 SHARED DISPOSITIVE POWER
0 shares
9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
H.0%
12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING
PERSON Benchmark Capital
Management Co. VI, L.L.C.
2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY
4 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSONH
10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES
11 PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9
H.0%

12 TYPE OF REPORTING PERSON
OO

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This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership (“BCP VI”), Benchmark Founders’ Fund VI, L.P., a Delaware limited partnership (“BFF VI”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VI-B”), and Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company (“BCMC VI”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM 1(A). NAME OF ISSUER

Wix.com Ltd.

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

40 Namal Tel
Aviv St.
Tel Aviv 6350671, Israel

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by BCP VI, BFF VI, BFF VI-B, and BCMC VI. The foregoing entities are collectively referred to as the “Reporting Persons.”

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 2(C). CITIZENSHIP

BCP VI, BFF VI and BFF VI-B are Delaware limited partnerships. BCMC VI is a Delaware limited liability company.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Ordinary Shares

CUSIP # M98068105

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

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: Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Please see Item 5.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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SIGNATURES

After reasonable 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.

Date: January 9, 2015

BENCHMARK CAPITAL PARTNERS VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Managing Member

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Found on Sequentially Numbered Page</u> |
|--------------------------------------|------------------------------------------------|
| Exhibit A: Agreement of Joint Filing | 10 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Ordinary Shares of Wix.com Ltd. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.