

Wix.com Ltd.
Form SC 13G/A
September 04, 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 RULE 13d-2(b)

(Amendment No. 1)*

Wix.com Ltd.
(Name of Issuer)

Ordinary Shares, NIS 0.01 Par Value
(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 the disclosures provided in a prior cover page.

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 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

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II Investments S.a.r.l.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,135,229 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,135,229 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,135,229 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.2% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) As of December 31, 2014, and including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove Partners SCSp

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

123,301

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

123,301

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,301

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3% (1)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II S.C.A. SICAR

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,135,229 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,135,229 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,135,229 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.2% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2014, and including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II Management SA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,135,229 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,135,229 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,135,229 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.2% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2014, and including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove Founders S.a.r.l.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

123,301 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

123,301 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,301 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Held by Mangrove Partners SCSp as of December 31, 2014.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Willibrord Ehses

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,258,530 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,258,530 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,258,530 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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(1) As of December 31, 2014, and consisting of (i) 8,135,229 shares held by Mangrove II Investments S.a.r.l. (including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014) and (ii) 123,301 shares held by Mangrove Partners SCSp.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Hans-Jürgen Schmitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,258,530 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,258,530 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,258,530 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Edgar Filing: Wix.com Ltd. - Form SC 13G/A

(1) As of December 31, 2014, and consisting of (i) 8,135,229 shares held by Mangrove II Investments S.a.r.l. (including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014) and (ii) 123,301 shares held by Mangrove Partners SCSp.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

1. NAMES OF REPORTING PERSONS

Mark Tluszc

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

8,135,229 (1)

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING PERSON
WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,135,229 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,135,229 (1)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

21.2% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2014, and including 24,540 shares issuable upon exercise of options to purchase Common Stock exercisable at or within 60 days of December 31, 2014.

(2) Based on 38,419,193 Shares outstanding as of December 31, 2014, as reported in the Issuer's Report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission on March 31, 2015.

CUSIP NO. M98068105

AMENDMENT NO. 1 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Issuer on September 4, 2015 (the "Schedule 13G"). As stated in the Schedule 13G, the Shares reported therein had been previously reported by the Reporting Persons on a Schedule 13D filed with the Securities and Exchange Commission on February 25, 2014. The Reporting Persons subsequently determined that they were eligible to report their ownership on a Schedule 13G. Accordingly, the Reporting Persons filed the Schedule 13G and are filing this Amendment No. 1 to Schedule 13G, and will continue to file all required statements relating to their beneficial ownership of the Shares on Schedule 13G, for so long as they are required and eligible to do so.

The Schedule 13G is amended and restated as follows:

Item

1(a). Name of Issuer:

Wix.com Ltd.

Item

1(b). Address of Issuer's Principal Executive Offices:

40 Namal Tel Aviv Street
Tel Aviv, 6350671 Israel

Item

2(a). Name of Person Filing:

This Statement is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

- (i) Mangrove II Investments S.à.r.l., a Luxembourg private limited liability company
- (ii) Mangrove Partners SCSp, a Luxembourg partnership
- (iii) Mangrove II S.C.A. SICAR, a Luxembourg partnership limited by shares
- (iv) Mangrove II Management SA, a Luxembourg private limited liability company
- (v) Mangrove Founders S.à.r.l., a Luxembourg private limited liability company
- (vi) Hans-Jürgen Schmitz
- (vii) Mark Pluszcz
- (viii) Willibrord Ehse

The Shares reported herein are directly beneficially owned by Mangrove II Investments S.à.r.l. and Mangrove Partners SCSp.

Mangrove II S.C.A. SICAR owns 100% of the share capital of Mangrove II Investments S.à.r.l.

Mangrove II Management SA is the general partner and manager of Mangrove II S.C.A. SICAR. As of the date of this filing Messrs. Schmitz, Tluszczyk and Ehses are the directors of Mangrove II Management SA.

Mangrove Founders S.à.r.l. is the general partner of Mangrove Partners SCSp. As of the date of this filing Messrs. Schmitz and Ehses are the managers of Mangrove Founders S.à.r.l.

The Reporting Persons are making this single, joint filing because they may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), however this filing shall not be deemed an affirmation that such a group exists for the purposes of the Act or for any other purpose, and each Reporting Person expressly disclaims beneficial ownership of any securities beneficially owned by any other person. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit A.

CUSIP NO. M98068105

Item

2(b). Address of Principal Business Office or, if None, Residence:

C/O Mangrove Capital Partners, 31, Boulevard Joseph II, L-1840 Luxembourg

Item

2(c). Citizenship:

(i) Mangrove II Investments S.à.r.l.: Luxembourg

(ii) Mangrove Partners SCSp: Luxembourg

(iii) Mangrove II S.C.A. SICAR: Luxembourg

(iv) Mangrove II Management SA.: Luxembourg

(v) Mangrove Founders S.à.r.l.: Luxembourg

(vi) Willibrord Ehses: Germany

(vii) Hans-Jürgen Schmitz: Germany

(viii) Mark Tluszcz: United States

Item

2(d). Title of Class of Securities:

Ordinary Shares, par value NIS 0.01 per share ("Shares")

Item

2(e). CUSIP Number:

M98068105

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c), check whether the person filing is:

Not Applicable

Item 4. Ownership.

The information set forth in Rows 5 through 9 and 11 of each of the cover pages of this Schedule 13G is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

11

CUSIP NO. M98068105

Item 8. Identification and Classification of Members of the Group.

See Item 2(a).

Item 9. Notice of Dissolution of Group.

Not Applicable

Item

10. Certification.

Not Applicable

12

CUSIP NO. M98068105

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated as of September 4, 2015

MANGROVE II INVESTMENTS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Mark Tluszcz
Name: Mark Tluszcz
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehses
Name: Willibrord Ehses
Title: Manager

MANGROVE II S.C.A. SICAR

By: MANGROVE II
MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz
Name: Mark Tluszcz
Title: Director

CUSIP NO. M98068105

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszcz
Name: Mark Tluszcz
Title: Director

MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Name: Willibrord Ehse
Title: Manager

/s/ Willibrord Ehse
Willibrord Ehse, Individually

/s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz, Individually

/s/ Mark Tluszcz
Mark Tluszcz, Individually

CUSIP NO. M98068105
EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 1 to Schedule 13G to which this Agreement is annexed as Exhibit A, and any further amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated as of September 4, 2015

MANGROVE II INVESTMENTS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Mark Tluszczycki
Name: Mark Tluszczycki
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehse
Name: Willibrord Ehse
Title: Manager

MANGROVE II S.C.A. SICAR

By: MANGROVE II
MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszczycki
Name: Mark Tluszczycki

Title: Director

CUSIP NO. M98068105

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Director

By: /s/ Mark Tluszczycki
Name: Mark Tluszczycki
Title: Director

MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz
Name: Hans-Jürgen Schmitz
Title: Manager

By: /s/ Willibrord Ehses
Name: Willibrord Ehses
Title: Manager

/s/ Willibrord Ehses
Willibrord Ehses, Individually

/s/ Hans-Jürgen Schmitz
Hans-Jürgen Schmitz, Individually

/s/ Mark Tluszczycki
Mark Tluszczycki, Individually

