

LightInTheBox Holding Co., Ltd.
Form SC 13G/A
February 13, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

(Amendment No. 1)

Under the Securities Exchange Act of 1934 *

LightInTheBox Holding Co., Ltd.

(Name of Issuer)

Ordinary Shares, par value US\$0.000067 per share

(Title of Class of Securities)

53225G102(1)

(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).

(1) This CUSIP number applies to the Issuer's American Depositary Shares, each representing two Ordinary Shares.

CUSIP No. 53225G102

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| | |
|-----|--|
| 1. | Names of Reporting Persons Liang Zhang |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization People's Republic of China |
| 5. | Sole Voting Power 4,481,291(1) Ordinary Shares |
| 6. | Shared Voting Power 0 |
| 7. | Sole Dispositive Power 4,481,291(1) Ordinary Shares |
| 8. | Shared Dispositive Power 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 4,481,291(1) Ordinary Shares |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares Not applicable |
| 11. | Percent of Class Represented by Amount in Row (9) 4.6%(2) |
| 12. | Type of Reporting Person (See Instructions) IN |

(1) The Reporting Persons are deemed to beneficially own 4,481,291 Ordinary Shares based on beneficial ownership of 2,542,541 Ordinary Shares and 969,375 American Depositary Shares (the ADSs), representing 1,938,750 Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014.

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- | | |
|-----|--|
| 1. | Names of Reporting Persons Clinet Investments Limited |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization British Virgin Islands |
| 5. | Sole Voting Power 4,481,291(1) Ordinary Shares |
| 6. | Shared Voting Power 0 |
| 7. | Sole Dispositive Power 4,481,291(1) Ordinary Shares |
| 8. | Shared Dispositive Power 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 4,481,291(1) Ordinary Shares |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares Not applicable |
| 11. | Percent of Class Represented by Amount in Row (9) 4.6%(2) |
| 12. | Type of Reporting Person (See Instructions) CO |

(1) The Reporting Persons are deemed to beneficially own 4,481,291 Ordinary Shares based on beneficial ownership of 2,542,541 Ordinary Shares and 969,375 ADSs, representing 1,938,750 Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014.

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Item 1.

- (a) Name of Issuer
LightInTheBox Holding Co., Ltd.
- (b) Address of Issuer's Principal Executive Offices
Tower 2, Area D, Diantong Square

No .7 Jiuxianqiao North Road

Chaoyang District, Beijing 100015

People's Republic of China

Item 2.

- (a) Name of Person Filing
This schedule is filed by and on behalf of:
- 1 Liang Zhang
- 2 Clinet Investments Limited
- (b) Address of the Principal Office or, if none, Residence

1 Liang Zhang Room 452, Unit 3, 1/F, Fuli Unit, No. 33 Beiwa West St., Haidian District, Beijing, People's Republic of China
- 2 Clinet Investments Limited Palm Grove House, P.O. Box 438, Road Town, Tortola, British Virgin Islands.
- (c) Citizenship

1 Liang Zhang People's Republic of China
- 2 Clinet Investments Limited British Virgin Islands
- (d) Title of Class of Securities
Ordinary Shares
- (e) CUSIP Number
53225G102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

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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.

| | Reporting Person(1) | Amount beneficially owned(1) | Percent of class(2) | Sole power to vote or direct the vote(1) | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition of(1) | Shared power to dispose or to direct the disposition of |
|---|----------------------------|-------------------------------------|----------------------------|---|---|---|--|
| 1 | Liang Zhang | 4,481,291 | 4.6% | 4,481,291 | 0 | 4,481,291 | 0 |
| 2 | Clinet Investments Limited | 4,481,291 | 4.6% | 4,481,291 | 0 | 4,481,291 | 0 |

(1) Clinet Investments Limited is the record holder of 4,481,291 Ordinary Shares of the Issuer based on beneficial ownership of 2,542,541 Ordinary Shares and 969,375 ADSs, representing 1,938,750 Ordinary Shares. Clinet Investments Limited, a British Virgin Islands company, is wholly owned by Liang Zhang. Mr. Zhang has voting and investment power with respect to these Ordinary Shares.

(2) The percentage is based on 97,619,363 Ordinary Shares issued and outstanding as of December 31, 2014

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 5 percent of the class of securities, check the following -x.

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

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: February 13, 2015

Liang Zhang

/s/ Liang Zhang

Signature

Liang Zhang

Clinet Investments Limited

/s/ Liang Zhang

Signature

Name: Liang Zhang

Title: Director

EXHIBIT INDEX

| Exhibit No. | | Description |
|--------------------|------------------------|--------------------|
| 99.1 | Joint Filing Agreement | |

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