

LightInTheBox Holding Co., Ltd.  
Form SC 13G  
January 29, 2014

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**

**LIGHTINTHEBOX HOLDING CO., LTD.**

**(Name of Issuer)**

**Ordinary shares, \$0.000067 par value per share**

**(Title of Class of Securities)**

**53225G102**

**(CUSIP Number)**

**December 31, 2013**

**(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 ( 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 Names of Reporting Persons

Ceyuan Ventures II, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)  (b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5  Sole Voting Power

Number of

Shares 6  0 Shares  
 Shared Voting Power

Beneficially

Owned by 7  23,095,520 Shares (2)  
Each  Sole Dispositive Power

Reporting

Person 8  0 Shares  
 Shared Dispositive Power

With:

23,095,520 Shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,095,520 Shares (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

23.6% (3)

12 Type of Reporting Person

PN

- (1) This Schedule 13G is filed by Ceyuan Ventures II, L.P. ( CV II ), Ceyuan Ventures Advisors Fund II, LLC ( CVAF II ), Ceyuan Ventures Management II, LLC ( CVM II, together with CV II and CVAF II, collectively, the Ceyuan Entities ), and Bo Feng ( Feng, together with the Ceyuan Entities, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G. CVM II serves as the sole general partner of CV II and is the sole director of CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. Mr. Feng is the Executive Managing Director of CVM II and exercises voting and investment control over the shares held by CV II and CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. CVM II and Feng own no securities of the Issuer directly.
- (2) Includes 22,238,676 Ordinary Shares held by CV II and 856,844 Ordinary Shares held by CVAF II.
- (3) The percentage is based upon 97,912,269 Ordinary Shares of the Issuer outstanding as reported by the Issuer in its final prospectus dated June 6, 2013.

1 Names of Reporting Persons

Ceyuan Ventures Advisors Fund II, LLC

2 Check the Appropriate Box if a Member of a Group

(a)  (b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5 Sole Voting Power

Number of

Shares 0 Shares  
6 Shared Voting Power

Beneficially

Owned by 23,095,520 Shares (2)  
Each 7 Sole Dispositive Power

Reporting

Person 0 Shares  
8 Shared Dispositive Power

With:

23,095,520 Shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,095,520 Shares (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

23.6% (3)

12 Type of Reporting Person

OO

- (1) This Schedule 13G is filed by Ceyuan Ventures II, L.P. ( CV II ), Ceyuan Ventures Advisors Fund II, LLC ( CVAF II ), Ceyuan Ventures Management II, LLC ( CVM II, together with CV II and CVAF II, collectively, the Ceyuan Entities ), and Bo Feng ( Feng, together with the Ceyuan Entities, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G. CVM II serves as the sole general partner of CV II and is the sole director of CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. Mr. Feng is the Executive Managing Director of CVM II and exercises voting and investment control over the shares held by CV II and CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. CVM II and Feng own no securities of the Issuer directly.
- (2) Includes 22,238,676 Ordinary Shares held by CV II and 856,844 Ordinary Shares held by CVAF II .
- (3) The percentage is based upon 97,912,269 Ordinary Shares of the Issuer outstanding as reported by the Issuer in its final prospectus dated June 6, 2013.

1 Names of Reporting Persons

Ceyuan Ventures Management II, LLC

2 Check the Appropriate Box if a Member of a Group

(a)  (b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization

Cayman Islands

5  Sole Voting Power

Number of

Shares 6  0 Shares  
 Shared Voting Power

Beneficially

Owned by 7  23,095,520 Shares (2)  
Each  Sole Dispositive Power

Reporting

Person 8  0 Shares  
 Shared Dispositive Power

With:

23,095,520 Shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,095,520 Shares (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

23.6% (3)

12 Type of Reporting Person

OO

- (1) This Schedule 13G is filed by Ceyuan Ventures II, L.P. ( CV II ), Ceyuan Ventures Advisors Fund II, LLC ( CVAF II ), Ceyuan Ventures Management II, LLC ( CVM II, together with CV II and CVAF II, collectively, the Ceyuan Entities ), and Bo Feng ( Feng, together with the Ceyuan Entities, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G. CVM II serves as the sole general partner of CV II and is the sole director of CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. Mr. Feng is the Executive Managing Director of CVM II and exercises voting and investment control over the shares held by CV II and CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. CVM II and Feng own no securities of the Issuer directly.
- (2) Includes 22,238,676 Ordinary Shares held by CV II and 856,844 Ordinary Shares held by CVAF II.
- (3) The percentage is based upon 97,912,269 Ordinary Shares of the Issuer outstanding as reported by the Issuer in its final prospectus dated June 6, 2013.

1 Names of Reporting Persons

Bo Feng

2 Check the Appropriate Box if a Member of a Group

(a)  (b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization

Hong Kong

5  Sole Voting Power

Number of

Shares 0 Shares  
6  Shared Voting Power

Beneficially

Owned by 23,095,520 Shares (2)  
Each 7  Sole Dispositive Power

Reporting

Person 0 Shares  
8  Shared Dispositive Power

With:

23,095,520 Shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person

23,095,520 Shares (2)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

23.6% (3)

12 Type of Reporting Person

IN

- (1) This Schedule 13G is filed by Ceyuan Ventures II, L.P. ( CV II ), Ceyuan Ventures Advisors Fund II, LLC ( CVAF II ), Ceyuan Ventures Management II, LLC ( CVM II, together with CV II and CVAF II, collectively, the Ceyuan Entities ), and Bo Feng ( Feng, together with the Ceyuan Entities, the Reporting Persons ). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G. CVM II serves as the sole general partner of CV II and is the sole director of CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. Mr. Feng is the Executive Managing Director of CVM II and exercises voting and investment control over the shares held by CV II and CVAF II and may be deemed to own beneficially the shares held by CV II and CVAF II. CVM II and Feng own no securities of the Issuer directly.
- (2) Includes 22,238,676 Ordinary Shares held by CV II and 856,844 Ordinary Shares held by CVAF II.
- (3) The percentage is based upon 97,912,269 Ordinary Shares of the Issuer outstanding as reported by the Issuer in its final prospectus dated June 6, 2013.

**Item 1(a).** Name of Issuer:  
LightInTheBox Holding Co., Ltd.

**Item 1(b).** Address of Issuer's Principal Executive Offices:  
  
Building 2, Area D, Floor 1-2, Diantong Times Square  
  
No. 7 Jiuxianquiao North Road  
  
Chaoyang District  
  
Beijing, 100020  
  
People's Republic of China

**Item 2(a).** Name of Person Filing:  
  
This Schedule 13G is being jointly filed by:  
Ceyuan Ventures II, L.P. ( CV II )  
  
Ceyuan Ventures Advisors Fund II, LLC ( CVAF II )  
  
Ceyuan Ventures Management II, LLC ( CVM II )  
  
Bo Feng ( Feng )

**Item 2(b).** Address of Principal Business Office, or, if none, Residence:  
  
Ceyuan Ventures Management II, LLC  
  
c/o Maples Corporate Services Limited  
  
P.O. Box 309, Ugland House  
  
Grand Cayman, KY1-1104, Cayman Islands, British West Indies

**Item 2(c).** Citizenship:  
CV II - Cayman Islands exempted limited partnership  
CVAF II - Cayman Islands exempted limited company  
CVM II - Cayman Islands exempted limited company  
Feng - Hong Kong

**Item 2(d).** Title of Class of Securities:

Not Applicable.

**Item 2(e).** CUSIP No.:  
  
53225G102

**Item 3.** Not Applicable.

**Item 4. Ownership**

<b>Ceyuan Entity</b>	<b>Shares Held Directly</b>	<b>Sole Voting Power</b>	<b>Shared Voting Power</b>	<b>Sole Dispositive Power</b>	<b>Shared Dispositive Power</b>	<b>Beneficial Ownership</b>	<b>Percentage of Class</b>
CV II	22,238,676	0	23,095,520	0	23,095,520	23,095,520	23.6%
CVAF II	856,844	0	23,095,520	0	23,095,520	23,095,520	23.6%
CVM II	0	0	23,095,520	0	23,095,520	23,095,520	23.6%
Feng	0	0	23,095,520	0	23,095,520	23,095,520	23.6%

**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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**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 or Control Person**

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. Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

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.

Dated: January 28, 2014

**Ceyuan Ventures II, L.P.**

By: Ceyuan Ventures Management II, LLC  
Its: General Partner

By: /s/ Bo Feng  
Bo Feng, Executive Managing Director

**Ceyuan Ventures Advisors Fund II, LLC**

By: Ceyuan Ventures Management II, LLC  
Its: Sole Director

By: /s/ Bo Feng  
Bo Feng, Executive Managing Director

**Ceyuan Ventures Management II, LLC**

By: /s/ Bo Feng  
Bo Feng, Executive Managing Director

/s/ Bo Feng  
**Bo Feng**

**EXHIBIT INDEX**

**Exhibit**

**No.**

99.1 Agreement pursuant to 13d-1(k)(1) among Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, Ceyuan Ventures Management II, LLC and Bo Feng.