

Jumei International Holding Ltd
Form SC 13G/A
February 14, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

**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. 2)

JUMEI INTERNATIONAL HOLDING LIMITED

(Name of Issuer)

CLASS A ORDINARY SHARES

(Title of Class of Securities)

48138L107*

(CUSIP Number)

December 31, 2017

(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)

* This CUSIP number applies to the Issuer's American depositary shares, each representing one Class A Ordinary Share.

(Continued on following pages)

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1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL CHINA II, L.P. (SCC II)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 11,677,527
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

11,677,527
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,677,527
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.8%¹
12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL CHINA PARTNERS FUND II, L.P. (SCC PTRS II)
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 293,993
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

293,993
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

293,993
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL CHINA PRINCIPALS FUND II, L.P. (SCC PRIN II)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,961,813
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

1,961,813
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,961,813
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 2.2%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL CHINA MANAGEMENT II, L.P. (SCC MGMT II)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

NUMBER OF 0
6 SHARED VOTING POWER
SHARES

BENEFICIALLY 13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are
OWNED BY directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SCC
MGMT II is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II.
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are
directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SCC
MGMT II is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II.
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,933,333

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 15.3%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SC CHINA HOLDING LIMITED (SCC HOLD)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

5 SOLE VOTING POWER

0
NUMBER OF 6 SHARED VOTING POWER

SHARES

BENEFICIALLY 13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SCC
OWNED BY HOLD is the General Partner of SCC MGMT II, which is the General Partner of each of SCC
II, SCC PTRS II and SCC PRIN II.

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

0
PERSON 8 SHARED DISPOSITIVE POWER

WITH

13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SCC
HOLD is the General Partner of SCC MGMT II, which is the General Partner of each of SCC
II, SCC PTRS II and SCC PRIN II.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,933,333

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.3%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SNP CHINA ENTERPRISES LIMITED (SNP)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH VIRGIN ISLANDS

5 SOLE VOTING POWER

0
NUMBER OF 6 SHARED VOTING POWER

SHARES

BENEFICIALLY 13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT II, which is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II.

OWNED BY

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0
8 SHARED DISPOSITIVE POWER

WITH

13,933,333 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II and 1,961,813 shares are directly held by SCC PRIN II. SNP is the Director of, and wholly owns, SCC HOLD. SCC HOLD is the General Partner of SCC MGMT II, which is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,933,333

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

15.3%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

2 SEQUOIA CAPITAL CHINA UR HOLDINGS LIMITED (SCC UR)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 5 SOLE VOTING POWER

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

199,968

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

199,968

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

199,968

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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1 NAME OF REPORTING PERSON

NAN PENG SHEN (NS)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

HONG KONG SAR

NUMBER OF 5 SOLE VOTING POWER

SHARES

BENEFICIALLY 961,158

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

PERSON

WITH

14,133,301 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II, 1,961,813 shares are directly held by SCC PRIN II and 199,968 shares are directly held by SCC UR. NS is the Director of SNP, which is the Director of SCC HOLD, which is the General Partner of SCC MGMT II, which is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II. SCC HOLD and SCC UR are wholly owned by SNP, a company wholly owned by NS. NS disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.

7 SOLE DISPOSITIVE POWER

961,158

8 SHARED DISPOSITIVE POWER

14,133,301 shares, of which 11,677,527 shares are directly held by SCC II, 293,993 shares are directly held by SCC PTRS II, 1,961,813 shares are directly held by SCC PRIN II and 199,968 shares are directly held by SCC UR. NS is the Director of SNP, which is the Director of SCC HOLD, which is the General Partner of SCC MGMT II, which is the General Partner of each of

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SCC II, SCC PTRS II and SCC PRIN II. SCC HOLD and SCC UR are wholly owned by SNP, a company wholly owned by NS. NS disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,094,459

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

16.6%¹

12 TYPE OF REPORTING PERSON

IN

¹ Based on a total of 90,901,446 Class A ordinary shares outstanding as of December 31, 2016, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on May 1, 2017.

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ITEM 1.

- (a) Name of Issuer: Jumei International Holding Limited
- (b) Address of Issuer's Principal Executive Offices:
 20th Floor, Tower B, Zhonghui Plaza
 11 Dongzhimen South Road, Dongcheng District
 Beijing 100007
 People's Republic of China

ITEM 2.

- (a) Name of Persons Filing:
 Sequoia Capital China II, L.P.
 Sequoia Capital China Partners Fund II, L.P.
 Sequoia Capital China Principals Fund II, L.P.
 Sequoia Capital China Management II, L.P.
 SC China Holding Limited
 SNP China Enterprises Limited
 Sequoia Capital China UR Holdings Limited
 Nan Peng Shen
- SCC MGMT II is the General Partner of each of SCC II, SCC PTRS II and SCC PRIN II. SCC HOLD is the General Partner of SCC MGMT II. SNP is the Director of, and wholly owns, SCC HOLD.
- NS is the Director of, and wholly owns, each of SNP and SCC UR.
- (b) Address of Principal Business Office or, if none, Residence:
 2800 Sand Hill Road, Suite 101
 Menlo Park, CA 94025
- (c) Citizenship:
 SCC MGMT II, SCC II, SCC PTRS II, SCC PRIN II, SCC HOLD, SCC UR: Cayman Islands
 SNP: British Virgin Islands
 NS: Hong Kong SAR
- (d) Title of Class of Securities: Class A Ordinary Shares
- (e) CUSIP Number: 48138L107

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
 NOT APPLICABLE

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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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.

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. CERTIFICATION
NOT APPLICABLE

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SIGNATURE

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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: February 14, 2018

Sequoia Capital China II, L.P.

Sequoia Capital China Partners Fund II, L.P.

Sequoia Capital China Principals Fund II, L.P.

By: Sequoia Capital China Management
II, L.P.
General Partner of each

By: SC China Holding Limited
its General Partner

By: /s/ Nan Peng Shen
Nan Peng Shen

Sequoia Capital China Management II, L.P.

By: SC China Holding Limited
its General Partner

By: /s/ Nan Peng Shen
Nan Peng Shen

SC China Holding Limited

By: /s/ Nan Peng Shen
Nan Peng Shen

SNP China Enterprises Limited

By: /s/ Nan Peng Shen
Nan Peng Shen, Owner and Director

Sequoia Capital China UR Holdings Limited

By: /s/ Nan Peng Shen
Nan Peng Shen, Owner and Director

/s/ Nan Peng Shen

Nan Peng Shen