

JD.com, Inc.  
Form 20-F  
April 17, 2015  
Table of Contents

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

**FORM 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2014.**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from** \_\_\_\_\_ **to** \_\_\_\_\_

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report . . . . .

Commission file number: 001-36450

**JD.com, Inc.**

(Exact name of Registrant as specified in its charter)

**N/A**

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**10th Floor, Building A, North Star Century Center**

**No. 8 Beichen West Street**

**Chaoyang District, Beijing 100101**

**The People's Republic of China**

(Address of principal executive offices)

**Sidney Xuande Huang, Chief Financial Officer**

**Telephone: +86 10 5895-5500**

**Email: ir@jd.com**

**10th Floor, Building A, North Star Century Center**

**No. 8 Beichen West Street**

**Chaoyang District, Beijing 100101**

**The People's Republic of China**

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American depositary shares (one American depositary share representing two Class A ordinary shares, par value US\$0.00002 per share)	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)
Class A ordinary shares, par value US\$0.00002 per share*	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)

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\* Not for trading, but only in connection with the listing on The NASDAQ Global Select Market of American depositary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

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Table of Contents

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**None**  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

2,237,460,751 Class A ordinary shares and 556,295,899 Class B ordinary shares, par value US\$0.00002 per share, as of December 31, 2014.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued  
by the International Accounting Standards Board

Other

If  Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

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Table of Contents

**TABLE OF CONTENTS**

	<b>Page</b>
<u>INTRODUCTION</u>	1
<u>FORWARD-LOOKING INFORMATION</u>	1
<u>PART I</u>	2
<u>Item 1.</u>	2
<u>Item 2.</u>	2
<u>Item 3.</u>	2
<u>Item 4.</u>	57
<u>Item 4A.</u>	95
<u>Item 5.</u>	95
<u>Item 6.</u>	120
<u>Item 7.</u>	132
<u>Item 8.</u>	136
<u>Item 9.</u>	137
<u>Item 10.</u>	138
<u>Item 11.</u>	151
<u>Item 12.</u>	152
<u>PART II</u>	154
<u>Item 13.</u>	154
<u>Item 14.</u>	155
<u>Item 15.</u>	155
<u>Item 16A.</u>	157
<u>Item 16B.</u>	157
<u>Item 16C.</u>	157
<u>Item 16D.</u>	157
<u>Item 16E.</u>	158
<u>Item 16F.</u>	158
<u>Item 16G.</u>	158
<u>Item 16H.</u>	158
<u>PART III</u>	158
<u>Item 17.</u>	158
<u>Item 18.</u>	158
<u>Item 19.</u>	158
<u>SIGNATURES</u>	163

Table of Contents

**INTRODUCTION**

Unless otherwise indicated or the context otherwise requires, references in this annual report to:

- we, us, our company and our are to JD.com, Inc., its subsidiaries and its consolidated variable interest entities;
- ADSs are to our American depositary shares, each of which represents two Class A ordinary shares;
- China or the PRC are to the People's Republic of China, excluding, for the purposes of this annual report only, Hong Kong, Macau and Taiwan;
- ordinary shares are to our Class A and Class B ordinary shares, par value US\$0.00002 per share;
- annual active customer account are to a customer account that made at least one purchase during the twelve months ended on the respective dates, including both online direct sales and online marketplace, which include Paipai.com, or Paipai, since the third quarter of 2014 after our acquisition of it from Tencent Holdings Limited on March 10, 2014;
- GMV are to the total value of all orders for products and services placed in our online direct sales business and on our online marketplaces, regardless of whether the goods are sold or delivered or whether the goods are returned. GMV includes the value from orders placed on our website and mobile applications as well as orders placed on third-party mobile applications that are fulfilled by us or third-party merchants who are enabled by our marketplaces. Our calculation of GMV includes shipping charges paid by buyers to sellers and excludes (i) any transactions in our B2C business with order value exceeding RMB2,000 (US\$322) that are not ultimately sold or delivered, (ii) products or services on our C2C marketplace, Paipai.com, with list prices above RMB100,000 (US\$16,117), and (iii) transactions conducted by buyers on Paipai.com who make purchases exceeding RMB1,000,000 (US\$161,171) in the aggregate in a single day; and
- Orders fulfilled are to the total number of orders delivered, including the orders for products and services sold in our online direct sales business and on our online marketplace, net of orders returned.

**FORWARD-LOOKING INFORMATION**

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This annual report on Form 20-F contains forward-looking statements that reflect our current expectations and views of future events. These statements are made under the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by terminology such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "is/are likely to continue" or other similar expressions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, but are not limited to:



Table of Contents

- our goals and strategies;
- our future business development, financial conditions and results of operations;
- the expected growth of the retail and online retail markets in China;
- our expectations regarding demand for and market acceptance of our products and services;
- our expectations regarding our relationships with customers, suppliers and third-party sellers;
- our plans to invest in our fulfillment infrastructure and technology platform as well as new business initiatives;
- competition in our industry; and
- relevant government policies and regulations relating to our industry.

We would like to caution you not to place undue reliance on these forward-looking statements and you should read these statements in conjunction with the risk factors disclosed in Item 3D. Key Information Risk Factors. Those risks are not exhaustive. We operate in an evolving environment. New risks emerge from time to time and it is impossible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in any forward-looking statement. We do not undertake any obligation to update or revise the forward-looking statements except as required under applicable law. You should read this annual report and the documents that we reference in this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information**

**A. Selected Financial Data**

The following table presents the selected consolidated financial information for our company. The selected consolidated statements of operations data for the years ended December 31, 2012, 2013 and 2014, selected consolidated balance sheet data as of December 31, 2013 and 2014 and selected consolidated cash flow data for the years ended December 31, 2012, 2013 and 2014 have been derived from our audited consolidated financial statements, which are included in this annual report beginning on page F-1. The selected consolidated statements of operations data for the year ended December 31, 2011, selected consolidated balance sheet data as of December 31, 2011 and 2012 and selected consolidated cash flow data for the year ended December 31, 2011 have been derived from our audited consolidated financial statements not included in this annual report. The selected consolidated statements of operations data for the year ended December 31, 2010, selected consolidated balance sheet data as of December 31, 2010 and selected consolidated cash flow data for the year ended December 31, 2010 have been derived from our unaudited consolidated financial statements not included in this annual report. Our historical results do not necessarily indicate results expected for any future periods. The selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and related notes and Item 5. Operating and Financial Review and Prospects below. Our consolidated financial statements are prepared and presented in accordance with U.S. GAAP.

Table of Contents

	For the Year Ended December 31,					
	2010 RMB	2011 RMB	2012 RMB	2013 RMB	2014 RMB	US\$
	(in millions, except for share, per share and per ADS data)					
<b>Selected Consolidated Statement of Operations Data:</b>						
<b>Net revenues:</b>						
Online direct sales	8,566	20,888	40,335	67,018	108,549	17,495
Services and others	17	241	1,046	2,322	6,453	1,040
<b>Total net revenues</b>	<b>8,583</b>	<b>21,129</b>	<b>41,381</b>	<b>69,340</b>	<b>115,002</b>	<b>18,535</b>
<b>Operating expenses(1):</b>						
Cost of revenues	(8,169)	(19,977)	(37,898)	(62,496)	(101,631)	(16,380)
Fulfillment	(477)	(1,515)	(3,061)	(4,109)	(8,067)	(1,300)
Marketing	(200)	(479)	(1,097)	(1,590)	(4,010)	(646)
Technology and content	(47)	(240)	(636)	(964)	(1,836)	(296)
General and administrative	(106)	(322)	(640)	(760)	(5,260)	(848)
<b>Total operating expenses</b>	<b>(8,999)</b>	<b>(22,533)</b>	<b>(43,332)</b>	<b>(69,919)</b>	<b>(120,804)</b>	<b>(19,470)</b>
<b>Loss from operations</b>	<b>(416)</b>	<b>(1,404)</b>	<b>(1,951)</b>	<b>(579)</b>	<b>(5,802)</b>	<b>(935)</b>
Other income/(expense):						
Interest income	2	56	176	344	638	103
Interest expense			(8)	(8)	(29)	(5)
Others, net	2	64	60	193	216	35
Loss before tax	(412)	(1,284)	(1,723)	(50)	(4,977)	(802)
Income tax expense			(6)	0	(19)	(3)
<b>Net loss</b>	<b>(412)</b>	<b>(1,284)</b>	<b>(1,729)</b>	<b>(50)</b>	<b>(4,996)</b>	<b>(805)</b>
Preferred shares redemption value accretion	(457)	(1,660)	(1,588)	(2,435)	(7,958)	(1,283)
Deemed dividend at extinguishment of Series A-1 preferred shares and issuance of Series C preferred shares	(235)					
Deemed dividend at extinguishment of Series B preferred shares and issuance of Series C preferred shares	(57)					
<b>Net loss attributable to holders of permanent equity securities</b>	<b>(1,161)</b>	<b>(2,944)</b>	<b>(3,317)</b>	<b>(2,485)</b>	<b>(12,954)</b>	<b>(2,088)</b>
Net loss per share of permanent equity securities						
Basic	(1.36)	(2.23)	(2.18)	(1.47)	(5.35)	(0.86)
Diluted	(1.36)	(2.23)	(2.18)	(1.47)	(5.35)	(0.86)
Net loss per ADS(2)						
Basic	(2.71)	(4.45)	(4.35)	(2.93)	(10.71)	(1.73)
Diluted	(2.71)	(4.45)	(4.35)	(2.93)	(10.71)	(1.73)
Weighted average shares outstanding:(3)						
Basic	855,845,500	1,322,840,034	1,523,639,783	1,694,495,048	2,419,668,247	2,419,668,247
Diluted	855,845,500	1,322,840,034	1,523,639,783	1,694,495,048	2,419,668,247	2,419,668,247

(1) Share-based compensation expenses are allocated in operating expense items as follows:

	For the Year Ended December 31,					
	2010 RMB	2011 RMB	2012 RMB	2013 RMB	2014 RMB	US\$
	(in millions)					
Fulfillment	(7)	(38)	(78)	(81)	(129)	(21)
Marketing	(1)	(6)	(9)	(9)	(24)	(3)
Technology and content	(0)	(1)	(25)	(33)	(79)	(13)
General and administrative	(4)	(26)	(113)	(138)	(4,018)	(648)

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(2) Each ADS represents two Class A ordinary shares.

(3) On April 18, 2012, we effected a 5-for-1 share split whereby each of our issued and outstanding ordinary shares of a par value of US\$0.0001 each was converted into five ordinary shares of a par value of US\$0.00002 each, each of our issued and outstanding series A preferred shares of a par value of US\$0.0001 each was converted into five series A preferred shares of a par value of US\$0.00002 each, each of our issued and outstanding series B preferred shares of a par value of US\$0.0001 each was converted into five series B preferred shares of a par value of US\$0.00002 each, each of our issued and outstanding series C preferred shares of a par value of US\$0.0001 each was converted into five series C preferred shares of a par value of US\$0.00002 each, and the number of our authorized shares was increased from 500,000,000 to 2,500,000,000. The share split has been retroactively reflected for all periods presented herein. The number of our total authorized shares was further increased to 3,000,000,000 in January 2013 and further increased to 5,000,000,000 in March 2014, and further increased to 100,000,000,000 immediately prior to the completion of our initial public offering in May 2014, divided into 99,000,000,000 Class A ordinary shares with a par value of US\$0.00002 each and 1,000,000,000 Class B ordinary shares with a par value of US\$0.00002 each.

Table of Contents

	2010 RMB	2011 RMB	As of December 31,		2014 RMB	US\$
			2012 RMB	2013 RMB		
(In millions, except for share data)						
<b>Selected Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	870	6,289	7,177	10,812	16,915	2,726
Restricted cash	265	290	1,920	1,887	3,038	490
Short-term investments			1,080	1,903	12,162	1,960
Inventories, net	1,079	2,764				