

Jumei International Holding Ltd
Form SC 13G/A
February 14, 2019

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. 3)

JUMEI INTERNATIONAL HOLDING LIMITED

(Name of Issuer)

CLASS A ORDINARY SHARES

(Title of Class of Securities)

48138L107*

(CUSIP Number)

December 31, 2018

(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 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
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%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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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 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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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 0
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER

WITH

0
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
 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%¹
TYPE OF REPORTING PERSON

PN

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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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 OWNED BY EACH REPORTING PERSON 0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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.

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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

0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%¹

12 TYPE OF REPORTING PERSON

PN

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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1 NAME OF REPORTING PERSON

SC CHINA HOLDING LIMITED (SCC HOLD)
 2 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 OWNED BY EACH
 0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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.
 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
 8 SHARED DISPOSITIVE POWER
 WITH

0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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

0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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1 NAME OF REPORTING PERSON

SNP CHINA ENTERPRISES LIMITED (SNP)

2 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 0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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

0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II and 0 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

0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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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

0

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

8 SHARED DISPOSITIVE POWER

PERSON

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%¹

12 TYPE OF REPORTING PERSON

OO

¹ Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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1 NAME OF REPORTING PERSON

NEIL NANPENG 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 139,785¹

6 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

PERSON

WITH

0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II, 0 shares are directly held by SCC PRIN II and 0 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

139,785

8 SHARED DISPOSITIVE POWER

0 shares, of which 0 shares are directly held by SCC II, 0 shares are directly held by SCC PTRS II, 0 shares are directly held by SCC PRIN II and 0 shares are directly held by SCC UR. NS is

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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.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,785

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%²

12 TYPE OF REPORTING PERSON

IN

¹ Represented by 139,785 American Depositary Shares.

² Based on a total of 99,180,983 Class A ordinary shares outstanding as of March 31, 2018, as reported in the Issuer's 20-F filed with the Securities and Exchange Commission on April 30, 2018.

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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

Neil Nanpeng 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

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, 2019

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/ Neil Nanpeng Shen
Neil Nanpeng Shen

Sequoia Capital China Management II, L.P.

By: SC China Holding Limited
its General Partner

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

SC China Holding Limited

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen

SNP China Enterprises Limited

By: /s/ Nanpeng Shen
Neil Nanpeng Shen, Owner and Director

Sequoia Capital China UR Holdings Limited

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen, Owner and Director

/s/ Neil Nanpeng Shen
Neil Nanpeng Shen

Neil Nanpeng Shen

By: /s/ Neil Nanpeng Shen
Neil Nanpeng Shen