

58.com Inc.
Form SC 13G/A
February 11, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

58.com Inc.

(Name of Issuer)

Ordinary shares

(Title of Class of Securities)

G34136 104

(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 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).

NAMES OF REPORTING PERSONS

1 Jinbo Yao

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2
(a) ..

(b) ..
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

People's Republic of China
SOLE VOTING POWER

5

32,691,600¹ ordinary shares. See Item 4.
SHARED VOTING POWER

NUMBER OF
SHARES **6**
BENEFICIALLY **0**
OWNED BY
EACH
REPORTING
PERSON WITH: **7**
SOLE DISPOSITIVE POWER

29,418,640² ordinary shares. See Item 4.
SHARED DISPOSITIVE POWER

8

9 **0**
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

32,691,600¹ ordinary shares
CHECK IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

10

..
PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

18.5%.³ The voting power of the shares
beneficially owned represent 38.5% of the total
outstanding voting power.
TYPE OF REPORTING PERSON

12

IN

¹ Consists of 29,418,640 Class B ordinary shares held by Nihao China Corporation and 3,272,960 Class B ordinary shares beneficially owned by certain of the Issuer's executive officers and employees who acquired the ownership of these shares pursuant to the Issuer's employee stock option plan and who authorize Mr. Yao to vote these shares on their behalf under power of attorney. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

² Consists of 29,418,640 Class B ordinary shares held by Nihao China Corporation, representing 39.3% of the total outstanding Class B ordinary shares of the Issuer. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

³ Based on 176,375,211 outstanding ordinary shares as a single class, being the sum of 101,574,732 Class A ordinary shares and 74,800,479 Class B ordinary shares outstanding as of December 31, 2014 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 38.5% of the total outstanding voting power.

NAMES OF REPORTING PERSONS

1 Credit Suisse Trust Limited as Trustee of The
Xinyi Trust
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2
(a) ..

(b) ..
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Singapore
SOLE VOTING POWER

5

29,418,640⁴ ordinary shares. See Item 4.
SHARED VOTING POWER

NUMBER OF
SHARES **6**
BENEFICIALLY
OWNED BY **0**
EACH
REPORTING
PERSON WITH: **7**
SOLE DISPOSITIVE POWER

29,418,640⁴ ordinary shares. See Item 4.
SHARED DISPOSITIVE POWER

8

9 **0**
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

29,418,640⁴ ordinary shares
CHECK IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

16.7%.⁵ The voting power of the shares
beneficially owned represent 34.6% of the total
outstanding voting power.
TYPE OF REPORTING PERSON

12

OO

⁴ Consists of 29,418,640 Class B ordinary shares, representing 39.3% of the total outstanding Class B ordinary shares of the Issuer. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

⁵ Based on 176,375,211 outstanding ordinary shares as a single class, being the sum of 101,574,732 Class A ordinary shares and 74,800,479 Class B ordinary shares outstanding as of December 31, 2014 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 34.6% of the total outstanding voting power.

NAMES OF REPORTING PERSONS

1

Xinyi Limited
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a)

(b)
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Bahamas
SOLE VOTING POWER

5

29,418,640⁴ ordinary shares. See Item 4.
SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

6

0
SOLE DISPOSITIVE POWER

7

29,418,640⁴ ordinary shares. See Item 4.
SHARED DISPOSITIVE POWER

8

0
AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON

9

29,418,640⁴ ordinary shares

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

10

..

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

16.7%.⁵ The voting power of the shares
beneficially owned represent 34.6% of the total
outstanding voting power.

TYPE OF REPORTING PERSON

12

CO

⁴ Consists of 29,418,640 Class B ordinary shares, representing 39.3% of the total outstanding Class B ordinary shares of the Issuer. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

⁵ Based on 176,375,211 outstanding ordinary shares as a single class, being the sum of 101,574,732 Class A ordinary shares and 74,800,479 Class B ordinary shares outstanding as of December 31, 2014 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 34.6% of the total outstanding voting power.

NAMES OF REPORTING PERSONS

1 Nihao China Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..

(b) ..
SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands
SOLE VOTING POWER

5

29,418,640⁴ ordinary shares. See Item 4.
SHARED VOTING POWER

NUMBER OF SHARES **6**

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: **0**
SOLE DISPOSITIVE POWER

REPORTING PERSON WITH: **7**

29,418,640⁴ ordinary shares. See Item 4.
SHARED DISPOSITIVE POWER

8

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,418,640⁴ ordinary shares
CHECK IF THE AGGREGATE AMOUNT IN
ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9)

11

16.7%.⁵ The voting power of the shares
beneficially owned represent 34.6% of the total
outstanding voting power.
TYPE OF REPORTING PERSON

12

CO

⁴ Consists of 29,418,640 Class B ordinary shares, representing 39.3% of the total outstanding Class B ordinary shares of the Issuer. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights (noted above) and voting rights. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

⁵ Based on 176,375,211 outstanding ordinary shares as a single class, being the sum of 101,574,732 Class A ordinary shares and 74,800,479 Class B ordinary shares outstanding as of December 31, 2014 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 34.6% of the total outstanding voting power.

ITEM 1(a). NAME OF ISSUER:

58.com Inc. (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

Block E, the North American International Business Center

Yi 108 Beiyuan Road, Chaoyang District

Beijing 100101, People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Jinbo Yao

Credit Suisse Trust Limited as Trustee of The Xinyi Trust

Xinyi Limited

Nihao China Corporation

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Jinbo Yao

c/o Block E, the North American International Business Center

Yi 108 Beiyuan Road, Chaoyang District

Beijing 100101

People's Republic of China

Xinyi Limited

The Bahamas Financial Centre

Shirley and Charlotte Streets

P.O. Box N-3023, Nassau, Bahamas

Credit Suisse Trust Limited

1 Raffles Link #05-02

Singapore 039393

Nihao China Corporation

Trinity Chambers, P.O. Box 4301

Road Town, Tortola

British Virgin Islands

ITEM 2(c). CITIZENSHIP:

Jinbo Yao – People’s Republic of China

Xinyi Limited – Bahamas

Credit Suisse Trust Limited – Singapore

Nihao China Corporation – British Virgin Islands

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary shares of par value of \$0.00001 per share

The Issuer's ordinary shares consist of Class A ordinary shares and Class B ordinary shares. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights and voting rights. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

ITEM 2(e). CUSIP NO.:

G34136 104

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of par value of \$0.00001 per share of 58.com Inc. (the “**Issuer**”) by each of the reporting persons is provided as of December 31, 2014:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Jinbo Yao	32,691,600	18.5 %	32,691,600	0	29,418,640	0
Credit Suisse Trust Limited as trustee of The Xinyi Trust	29,418,640	16.7 %	29,418,640	0	29,418,640	0
Xinyi Limited	29,418,640	16.7 %	29,418,640	0	29,418,640	0
Nihao China Corporation	29,418,640	16.7 %	29,418,640	0	29,418,640	0

The above table includes collectively those Class A Ordinary Shares and Class B Ordinary Shares held by each reporting person, and assumes conversion of all Class B Ordinary Shares into the same number of Class A Ordinary Shares.

The 32,691,600 ordinary shares of the Issuer beneficially owned by Mr. Jinbo Yao comprise the following: (i) 29,418,640 Class B ordinary shares directly held by Nihao China Corporation and (ii) an aggregate of 3,272,960 Class B ordinary shares beneficially owned by certain of the Issuer’s executive officers and employees who acquired the ownership of these shares pursuant to the Issuer’s employee stock option plan and who authorize Mr. Yao to vote these shares on their behalf under power of attorney.

Nihao China Corporation, a British Virgin Islands company, directly holds 29,418,640 Class B ordinary shares of the Issuer. Nihao China Corporation is 100% beneficially owned by Xinyi Limited, which in turn is wholly owned by Credit Suisse Trust Limited as trustee of The Xinyi Trust with Mr. Jinbo Yao as settlor and Mr. Jinbo Yao and his family members as beneficiaries. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Jinbo Yao, Xinyi Limited and Credit Suisse Trust Limited as the trustee of The Xinyi Trust may be deemed to beneficially own all of the ordinary shares of the Issuer held by Nihao China Corporation.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

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

Not applicable

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.

Dated: February 11, 2015

Jinbo Yao

/s/ Jinbo Yao
Jinbo Yao

Xinyi Limited

By: /s/ Kim Chu Yen /s/
Dominik Birri
Name: Kim Chu Yen
and Dominik Birri
Title: Authorized
Signatories
For and on behalf of
Bakit Merah Limited as
Corporate Director

Credit Suisse Trust Limited as Trustee of The Xinyi Trust

By: /s/ Kim Chu Yen /s/
Dominik Birri
Name: Kim Chu Yen
and Dominik Birri
Title: Authorized
Signatories
For and on behalf of
Credit Suisse Trust
Limited
as Trustee of The Xinyi
Trust

Nihao China Corporation

By: /s/ Jinbo Yao
Name: Jinbo Yao
Title: Director

LIST OF EXHIBITS

Exhibit No. Description

99.1 Joint Filing Agreement