

Farfetch Ltd
Form SC 13G
November 27, 2018

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Farfetch Limited

(Name of Issuer)

Class A Ordinary Shares, par value \$0.04 per share

(Title of Class of Securities)

30744W107

(CUSIP Number)

September 25, 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)

* 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 disclosures provided in a prior cover page.

The information required on 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).

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1. Names of Reporting Persons
Kadi Group Holding Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a) ☐
 - (b) ☒
3. SEC Use Only
4. Citizenship or Place of Organization
British Virgin Islands
5. Sole Voting Power
0
6. Shared Voting Power
42,366,665 Class A Ordinary Shares
7. Sole Dispositive Power
0
8. Shared Dispositive Power
42,366,665 Class A Ordinary Shares
9. Aggregate Amount Beneficially Owned by Each Reporting Person
42,366,665 Class A Ordinary Shares
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)
16.5% (3.8% of the total voting power in the Company)*
12. Type of Reporting Person (See Instructions)
CO

* The percentage is calculated based on 256,637,577 Class A Ordinary Shares, par value \$0.04 per share (the "Class A Ordinary Shares") and 42,858,080 Class B Ordinary Shares, par value \$0.04 per share (the "Class B Ordinary Shares") outstanding as of November 7, 2018, as provided by the Issuer.

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- | | | |
|---|---|--|
| 1. | Names of Reporting Persons
JD.com Investment Limited | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
British Virgin Islands | |
| | 5. | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
42,366,665 Class A Ordinary Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
42,366,665 Class A Ordinary Shares |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
42,366,665 Class A Ordinary Shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
16.5% (3.8% of the total voting power in the Company)* | |
| 12. | Type of Reporting Person (See Instructions)
CO | |

* The percentage is calculated based on 256,637,577 Class A Ordinary Shares, par value \$0.04 per share (the "Class A Ordinary Shares") and 42,858,080 Class B Ordinary Shares, par value \$0.04 per share (the "Class B Ordinary Shares") outstanding as of November 7, 2018, as provided by the Issuer.

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- | | | |
|---|---|--|
| 1. | Names of Reporting Persons
JD.com, Inc. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Cayman Islands | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
42,366,665 Class A Ordinary Shares |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
42,366,665 Class A Ordinary Shares |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
42,366,665 Class A Ordinary Shares | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
16.5% (3.8% of the total voting power in the Company)* | |
| 12. | Type of Reporting Person (See Instructions)
HC | |

* The percentage is calculated based on 256,637,577 Class A Ordinary Shares, par value \$0.04 per share (the "Class A Ordinary Shares") and 42,858,080 Class B Ordinary Shares, par value \$0.04 per share (the "Class B Ordinary Shares") outstanding as of November 7, 2018, as provided by the Issuer.

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Item 1.

- (a) Name of Issuer
Farfetch Limited
- (b) Address of Issuer's Principal Executive Offices
The Bower
211 Old Street
London EC1V 9NR
United Kingdom

Item 2.

- (a) Name of Person Filing
This statement is jointly filed by and on behalf of each of JD.com, Inc.,
JD.com Investment Limited and Kadi Group Holding Limited.
- (b) Address of the Principal Office or, if none, Residence
JD.com, Inc.:

20th Floor, Building A, No. 18 Kechuang 11 Street

Yizhuang Economic and Technological Development Zone

Daxing District, Beijing 101111

The People's Republic of China

Kadi Group Holding Limited:

Geneva Place, Waterfront Drive

P.O. Box 3469

Road Town, Tortola, British Virgin Islands

JD.com Investment Limited:

Offshore Incorporations Centre

P.O. Box 957

- (c) Road Town, Tortola, British Virgin Islands
Citizenship
JD.com, Inc. is a company organized under the laws of the Cayman Islands; JD.com Investment Limited and Kadi Group Holding Limited are companies organized under the laws of the British Virgin Islands.
- (d) Title of Class of Securities
Class A Ordinary Shares, par value \$0.04 per share (the Class A Ordinary Shares)
- (e)

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

42,366,665 Class A Ordinary Shares

(b) Percent of class:

16.5% (3.8% of the total voting power in the Company)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) 0.
Shared power to vote or to direct the vote

(iii) 42,366,665 Class A Ordinary Shares.
Sole power to dispose or to direct the disposition of

(iv) 0.
Shared power to dispose or to direct the disposition of

42,366,665 Class A Ordinary Shares.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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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 ☐.

Instruction. Dissolution of a group requires a response to this item.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

All shares of Kadi Group Holding Limited are directly held by JD.com Investment Limited, and all shares of JD.com Investment Limited are directly owned by JD.com, Inc.

JD.com, Inc., JD.com Investment Limited and Kadi Group Holding Limited have entered into a joint filing agreement with respect this statement, which is attached hereto as Exhibit 99.1.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

Exhibit Index

Exhibit 99.1 Joint Filing Agreement, dated November 27, 2018, among JD.com, Inc., JD.com Investment Limited and Kadi Group Holding Limited.

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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 as of November 27, 2018.

KADI GROUP HOLDING LIMITED

BY:

/s/ Nani Wang

NANI WANG
Director

JD.COM INVESTMENT LIMITED

BY:

/s/ Nani Wang

NANI WANG
Director

JD.COM, INC.

BY:

/s/ Richard Liu

RICHARD LIU
Director