

LightInTheBox Holding Co., Ltd.  
Form SC 13G  
February 14, 2014

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. \_\_)\*

LightInTheBox Holding Co., Ltd.  
(Name of Issuer)

Ordinary Shares, par value US\$0.000067 per share  
(Title of Class of Securities)

53225G102  
(CUSIP Number)

December 31, 2013  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	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).

(Continued on following pages)

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Exhibit Index Contained on Page 15

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Ventures III, L.P. ("GSR III")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER.

NUMBER OF

17,258,563 shares<sup>1</sup> all of which are directly owned by GSR III, except that GSR Partners III, 5L.P. ("Partners III"), the general partner of GSR III, and GSR Partners III, Ltd (GSR III Ltd"), the general partner of Partners III, may be deemed to have sole voting power, and Richard Lim, Sonny Wu, James Ding, Alexander Pan and Ryann Yap, the members of GSR III Ltd (the "Members"), may be deemed to have shared voting power with respect to such shares.

SHARES

BENEFICIALLY

SHARED VOTING POWER

6

OWNED BY EACH REPORTING PERSON

See response to row 5.

SOLE DISPOSITIVE POWER

PERSON

7 17,258,563 shares<sup>2</sup>, all of which are directly owned by GSR III, except that Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,258,563

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

17.0%<sup>2</sup>

12

TYPE OF REPORTING PERSON (See Instructions)

PN

<sup>1</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>2</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Partners III, L.P. (“Partners III”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF  
SHARES

5 17,258,563<sup>3</sup> shares, all of which are directly owned by GSR III, except that Partners III may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

SHARED VOTING POWER

BENEFICIALLY

6

See response to row 5.

OWNED BY EACH  
REPORTING

SOLE DISPOSITIVE POWER.

PERSON

7 17,258,563<sup>4</sup> shares, all of which are directly owned by GSR III, except that Partners III may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

WITH

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,258,563

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

17.0%<sup>4</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

PN

<sup>3</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>4</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

GSR Partners III, Ltd. (“GSR III Ltd”)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a)

(b)

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER.

NUMBER OF  
SHARES

5 17,258,563<sup>5</sup> shares, all of which are directly owned by GSR III, except that GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares.

BENEFICIALLY

SHARED VOTING POWER

6

See response to row 5.

OWNED BY EACH  
REPORTING

SOLE DISPOSITIVE POWER

PERSON

7 17,258,563<sup>6</sup> shares, all of which are directly owned by GSR III, except that GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.

WITH

SHARED DISPOSITIVE POWER

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,258,563

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

10

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

17.0%<sup>6</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

OO

<sup>5</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>6</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.



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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Banean Holdings Ltd. ("Banean")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER.

NUMBER OF

SHARES

5

57,106 shares, all of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SHARED VOTING POWER

BENEFICIALLY

6

See response to row 5.

OWNED BY EACH

SOLE DISPOSITIVE POWER

REPORTING

PERSON

7

57,106 shares, all of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

SHARED DISPOSITIVE POWER

WITH

8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

9

PERSON

57,106

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

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%<sup>7</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

OO

<sup>7</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Richard Lim

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

3

(b) x

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

US

SOLE VOTING POWER.

5

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

17,315,669 shares, (i) 17,258,563<sup>8</sup> of which are directly owned by GSR III, except that 6Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SOLE DISPOSITIVE POWER.

7

0 shares.

SHARED DISPOSITIVE POWER.

WITH

17,315,669 shares, (i) 17,258,563<sup>9</sup> of which are directly owned by GSR III, except that 8Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,315,669

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

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>9</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

IN

<sup>8</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>9</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Sonny Wu

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

3

(b) x

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

US

SOLE VOTING POWER.

5

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

17,315,669 shares, (i) 17,258,563<sup>10</sup> of which are directly owned by GSR III, except that 6Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SOLE DISPOSITIVE POWER.

7

0 shares.

SHARED DISPOSITIVE POWER.

WITH

17,315,669 shares, (i) 17,258,563<sup>11</sup> of which are directly owned by GSR III, except that 8Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,315,669

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

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>11</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

IN

<sup>10</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>11</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

James Ding

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

3

(b) x

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

US

SOLE VOTING POWER.

5

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

17,315,669 shares, (i) 17,258,563<sup>12</sup> of which are directly owned by GSR III, except that 6Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SOLE DISPOSITIVE POWER.

7

0 shares.

SHARED DISPOSITIVE POWER.

WITH

17,315,669 shares, (i) 17,258,563<sup>13</sup> of which are directly owned by GSR III, except that 8Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,315,669

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

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>13</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

IN

<sup>12</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>13</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.



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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Alexander Pan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) x

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

US

SOLE VOTING POWER.

5

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

17,315,669 shares, (i) 17,258,563<sup>14</sup> of which are directly owned by GSR III, except that 6Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SOLE DISPOSITIVE POWER.

7

0 shares.

SHARED DISPOSITIVE POWER.

WITH

17,315,669 shares, (i) 17,258,563<sup>15</sup> of which are directly owned by GSR III, except that 8Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,315,669

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

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>15</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

IN

<sup>14</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>15</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

1

Ryann Yap

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

3

(b) x

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

US

SOLE VOTING POWER.

5

0 shares.

SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

17,315,669 shares, (i) 17,258,563<sup>16</sup> of which are directly owned by GSR III, except that 6Partners III and GSR III Ltd may be deemed to have sole voting power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared voting power with respect to such shares.

SOLE DISPOSITIVE POWER.

7

0 shares.

SHARED DISPOSITIVE POWER.

WITH

17,315,669 shares, (i) 17,258,563<sup>17</sup> of which are directly owned by GSR III, except that 8Partners III and GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared voting power with respect to such shares, and (ii) 57,106 of which are directly owned by Banean, and the Members may be deemed to have shared dispositive power with respect to such shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,315,669

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

10

..

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.0%<sup>17</sup>

TYPE OF REPORTING PERSON (See Instructions)

12

IN

<sup>16</sup> Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

<sup>17</sup> As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

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ITEM  
1(A). NAME OF ISSUER

LightInTheBox Holding Co., Ltd.

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

Building 2,Area D,Floor1-2,Diantong Times Square  
No .7 Jiuxianqiao North Road  
Chaoyang District, Beijing 100020  
People's Republic of China

ITEM  
2(A). NAME OF PERSONS FILING

This Schedule 13G is being filed by (i) GSR Ventures III, L.P., a Cayman Islands limited partnership ("GSR III"); (ii) GSR Partners III, L.P., a Cayman Islands limited partnership ("Partners III"); (iii) GSR Partners III, Ltd, a Cayman Islands exempted company ("GSR III Ltd"); (iv) Banean Holdings Ltd, a Cayman Islands exempted company ("Banean"); (v) Richard Lim ("Lim"), a citizen of the United States; (vi) Sonny Wu ("Wu"), a citizen of Canada; (vii) James Ding ("Ding"), a citizen of Hong Kong; (viii) Alexander Pan ("Pan"), a citizen of Hong Kong; and (ix) Ryann Yap ("Yap"), a citizen of Singapore. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Partners III is the general partner of GSR III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. GSR III Ltd is the general partner of Partners III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. Lim, Wu, Ding, Pan and Yap are the members of GSR III Ltd and Banean (the "Members"), and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Partners III and Banean.

ITEM  
2(B). ADDRESS OF PRINCIPAL OFFICE

The principal business office of the Reporting Persons (other than Banean) is:

c/o Golden Sand River (Hong Kong) Limited  
Suite 4801, 48/F Central Plaza  
18 Harbour Road, Wanchai, Hong Kong.

The principal business office of Banean is:

c/o Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive, PO Box 2681  
Grand Cayman KY1-1111, Cayman Islands.

ITEM  
2(C) CITIZENSHIP

GSR III and Partners III are Cayman Islands exempted limited partnerships. GSR III Ltd and Banean are Cayman Islands exempted company. Lim is a United States citizens. Wu is a citizen of Canada. Ding and Pan are citizens of Hong Kong. Yap is a citizen of Singapore.

ITEM  
2(D) TITLE OF CLASS OF SECURITIES

Ordinary Shares, par value US\$0.000067 per share

ITEM  
2(E) CUSIP NUMBER

53225G102

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2013.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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

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

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

- (iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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.

Under certain circumstances set forth in the limited partnership agreements of GSR III and Partners III, and the memorandum and articles of association of GSR III Ltd and Banean, the general partner and limited partners or directors, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM  
7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.



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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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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.

Date: February 13, 2014

Entities: GSR Ventures III, L.P.  
GSR Partners III, L.P.  
GSR Partners III, Ltd.

By: /s/ Ryann Yap  
Ryann Yap, Attorney-in-fact for  
the above-listed entities

Banean Holdings Ltd

By: /s/ Waiping Leong  
Authorized Signatory

Individuals: Sonny Wu  
Richard Lim  
James Ding  
Alexander Pan  
Ryann Yap

By: /s/ Ryann Yap  
Ryann Yap, Attorney-in-fact for  
the above-listed individuals

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
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Exhibit B: Power of Attorney	17

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of LightInTheBox Holding Co., Ltd. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2014

Entities: GSR Ventures III, L.P.  
GSR Partners III, L.P.  
GSR Partners III, Ltd.

By: /s/ Ryann Yap  
Ryann Yap, Attorney-in-fact for  
the above-listed entities

Banean Holdings Ltd

By: /s/ Waiping Leong  
Authorized Signatory

Individuals: Sonny Wu  
Richard Lim  
James Ding  
Alexander Pan  
Ryann Yap

By: /s/ Ryann Yap  
Ryann Yap, Attorney-in-fact for  
the above-listed individuals



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exhibit B

POWER OF ATTORNEY

Each of the undersigned entities and individuals (collectively, the “**Reporting Persons**”) hereby authorizes and designates GSR Partners III, Ltd. or such other person or entity as is designated in writing by Richard Lim (the “**Designated Filer**”) as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the “**Act**”) and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the “**Exchange Act**”) (collectively, the “**Reports**”) with respect to each Reporting Person’s ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the “**Companies**”).

Each Reporting Person hereby further authorizes and designates Ryann Yap (the “**Authorized Signatory**”) to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person’s ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person’s responsibilities to comply with the Act or the Exchange Act.

January 31, 2014 **GSR Partners III, Ltd.**,  
a Cayman Islands exempted limited company

By: /s/ Richard Lim  
Richard Lim, Director

January 31, 2014 **GSR Partners III, L.P.**,  
a Cayman Islands exempted limited partnership

By: GSR Partners III, Ltd.,  
a Cayman Islands exempted limited company  
Its General Partner

By: /s/ Richard Lim  
Richard Lim, Director

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January 31, 2014 **GSR Ventures III, L.P.**,  
a Cayman Islands exempted limited partnership

By: GSR Partners III, L.P.,  
a Cayman Islands exempted limited partnership  
Its General Partner

By: GSR Partners III, Ltd.,  
a Cayman Islands exempted limited company  
Its General Partner

By: /s/ Richard Lim  
Richard Lim, Director

January 31, 2014 /s/ Sonny Wu  
Sonny Wu

January 31, 2014 /s/ Richard Lim  
Richard Lim

January 31, 2014 /s/ James Ding  
James Ding

January 31, 2014 /s/ Alexander Pan  
Alexander Pan

January 31, 2014 /s/ Ryann Yap  
Ryann Yap