

LightInTheBox Holding Co., Ltd.  
Form 6-K/A  
April 23, 2019

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

## FORM 6-K/A

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of April 2019

Commission File Number: 001-35942

### LightInTheBox Holding Co., Ltd.

Tower 2, Area D, Diantong Square

No. 7 Jiuxianqiao North Road

Chaoyang District, Beijing 100015

People's Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

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Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-212007) OF LIGHTINTHEBOX HOLDING CO., LTD. AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

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**EXPLANATORY NOTE**

This Amendment No.1 (the "Amendment") to the Current Report on Form 6-K for the month ended April 2019, originally filed by LightInTheBox Holding Co., Ltd. (the "Company") with the Securities and Exchange Commission on March 29, 2019 (the "Original Form 6-K"), is being filed to amend our previously issued unaudited condensed consolidated financial statements to reflect a reclassification of the convertible promissory notes issued by Ezbuy and certain accounting adjustments in preparing the annual report for the post-acquisition combined group.

As a result of these reclassification and adjustments, our prepaid expenses and other current assets will be decreased by \$0.7 million from \$6.5 million to \$5.8 million; our goodwill will be decreased by \$2.9 million from \$31.1 million to \$28.2 million; our accounts payable will be increased by \$2.1 million from \$10.8 million to \$12.9 million; our accrued expenses and other current liabilities will be decreased by \$5.9 million from \$28.6 million to \$22.7 million. We have also made adjustments to certain line items, including accounts receivable, accumulated deficit, accumulated other comprehensive loss, and non-controlling interests. The determination to reclassify the convertible promissory notes and the adjustments of certain line items as described above was made by the Company's management with the concurrence of the Audit Committee of the Company's Board of Directors.

The Company's unaudited condensed consolidated financial statements for the quarter ended December 31, 2018 and the year ended December 31, 2018, and all related earnings press releases and communications are amended hereby to reflect the reclassification and adjustment described herein, and the Company's accounts receivable, prepaid expenses and other current assets, goodwill, accounts payable, accrued expenses and other current liabilities, accumulated deficit, accumulated other comprehensive loss and non-controlling interests for the affected reporting periods should be read taking into account the reclassification and adjustments.

## LightInTheBox Holding Co., Ltd.

## Unaudited Condensed Consolidated Balance Sheets

(U.S. dollar in thousands)

|   | As of December 31,<br>2017 | As of December 31,<br>2018 |
|---|----------------------------|----------------------------|
| <b>ASSETS</b>   |                            |                            |
| Current Assets  |                            |                            |
| Cash and cash equivalents                                   | 68,441                     | 38,808                     |
| Restricted cash   | 1,573                      | 994                        |
| Accounts receivable, net of allowance for doubtful accounts | 3,433                      | 1,463                      |
| Inventories, net  | 11,841                     | 8,481                      |
| Prepaid expenses and other current assets                   | 15,696                     | 5,811                      |
| Total current assets  | 100,984                    | 55,557                     |
| Property and equipment, net                                 | 920                        | 3,652                      |
| Acquired intangible assets, net                             | 210                        | 9,890                      |
| Goodwill  | 690                        | 28,169                     |
| Long-term rental deposit                                    | 671                        | 1,131                      |
| Long-term investment  | 5,262                      | 5,188                      |
| Total non-current assets                                    | 7,753                      | 48,030                     |
| <b>TOTAL ASSETS</b>   | <b>108,737</b>             | <b>103,587</b>             |
| <b>LIABILITIES</b>  |                            |                            |
| Current Liabilities   |                            |                            |
| Accounts payable  | 22,430                     | 12,941                     |
| Amounts due to related parties                              |                            | 4,953                      |
| Convertible promissory notes                                |                            | 51,922                     |
| Advance from customers                                      | 10,110                     | 17,732                     |
| Accrued expenses and other current liabilities              | 20,727                     | 22,688                     |
| Total current liabilities                                   | 53,267                     | 110,236                    |
| Long-term payable   |                            | 1,156                      |
| <b>TOTAL LIABILITIES</b>                                    | <b>53,267</b>              | <b>111,392</b>             |
| <b>EQUITY/(DEFICIT)</b>                                     |                            |                            |
| Ordinary shares   | 11                         | 11                         |
| Treasury shares, at cost                                    | (23,907)                   | (27,261)                   |
| Additional paid-in capital                                  | 238,851                    | 239,269                    |
| Accumulated deficit   | (159,286)                  | (218,887)                  |
| Accumulated other comprehensive loss                        | (199)                      | (932)                      |
| Non-controlling interests                                   |                            | (5)                        |
| <b>TOTAL EQUITY/(DEFICIT)</b>                               | <b>55,470</b>              | <b>(7,805)</b>             |
| <b>TOTAL LIABILITIES AND EQUITY</b>                         | <b>108,737</b>             | <b>103,587</b>             |

## LightInTheBox Holding Co., Ltd.

## Unaudited Condensed Consolidated Statements of Operations

(U.S. dollar in thousands, except share data and per share data)

|  | Twelve-month Period Ended<br>December 31,<br>2017 | Twelve-month Period Ended<br>December 31,<br>2018 |
|--|---|---|
| Net revenues   |   |   |
| Product sales  | 293,951   | 216,407   |
| Services and others  | 25,930  | 11,132  |
| Total net revenues   | 319,881   | 227,539   |
| Cost of revenues   |   |   |
| Product sales  | (189,816)   | (156,326)   |
| Services and others  | (24,445)  | (10,017)  |
| Total cost of revenues   | (214,261)   | (166,343)   |
| Gross profit   | 105,620   | 61,196  |
| Operating expenses   |   |   |
| Fulfillment  | (17,291)  | (15,127)  |
| Selling and marketing  | (68,891)  | (50,508)  |
| General and administrative   | (29,605)  | (33,042)  |
| Total operating expenses   | (115,787)   | (98,677)  |
| Loss from operations   | (10,167)  | (37,481)  |
| Exchange loss on offshore bank accounts  | (89)  |   |
| Interest income  | 581   | 487   |
| Interest expense   |   | (5)   |
| Change in fair value of convertible promissory notes                           |   | (22,791)  |
| Total other income/ (loss)   | 492   | (22,309)  |
| Loss before income taxes   | (9,675)   | (59,790)  |
| Income taxes expenses  | (81)  | (33)  |
| Gain from equity method investment   | 208   | 221   |
| Net loss   | (9,548)   | (59,602)  |
| Less: Net loss attributable to non-controlling interests                       |   | (1)   |
| Net loss attributable to LightInTheBox Holding Co., Ltd.                       | (9,548)   | (59,601)  |
| Weighted average numbers of shares used in calculating loss per ordinary share |   |   |
| Basic  | 137,641,562                                       | 134,495,549                                       |
| Diluted  | 137,641,562                                       | 134,495,549                                       |
| Net loss per ordinary share  |   |   |
| Basic  | (0.07)  | (0.44)  |
| Diluted  | (0.07)  | (0.44)  |
| Net loss per ADS (2 ordinary shares equal to 1 ADS)                            |   |   |
| Basic  | (0.14)  | (0.89)  |
| Diluted  | (0.14)  | (0.89)  |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIGHTINTHEBOX HOLDING CO., LTD.

|        |                         |
|--------|-------------------------|
| By:    | /s/ Jian He             |
| Name:  | Jian He                 |
| Title: | Chief Executive Officer |

Date: April 23, 2019