

Jumei International Holding Ltd
Form SC 13D/A
January 24, 2019

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Jumei International Holding Limited

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.00025 per share

(Title of Class of Securities)

48138L107**

(CUSIP Number)

Yusen Dai

Pinnacle High-Tech Limited

Start Chambers, Wickham's Cay II, P.O. Box 2221,

Road Town, Tortola, British Virgin Islands

With copies to:

Z. Julie Gao, Esq.

Haiping Li, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

c/o 42/F, Edinburgh Tower, The Landmark

15 Queen's Road Central

Hong Kong

+852 3740-4700

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

January 24, 2019

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

Edgar Filing: Jumei International Holding Ltd - Form SC 13D/A

* This statement on Schedule 13D (the “Schedule 13D”) constitutes Amendment No. 2 solely for, and only to the extent that it relates to, Yusen Dai (Mr. Dai) and Pinnacle High-Tech Limited (“Pinnacle”) to the Schedule 13D initially filed with U.S. Securities and Exchange Commission (the “Commission”) on February 26, 2016, as amended by Amendment No. 1 on November 27, 2017 (the “Original Filing”) by Leo Ou Chen, Super ROI Global Holding Limited, Mr. Dai and Pinnacle, with respect to the Class A Ordinary Shares, par value US\$0.00025 per share (“Class A Ordinary Shares”), of Jumei International Holding Limited, a Cayman Islands company (the “Company”). Except as amended hereby, the Original Filing remains in full force and effect. Capitalized terms used but not defined in this Schedule 13D have the meanings ascribed to them in the Original Filing.

** This CUSIP number applies to the Issuer’s American depositary shares (“ADSs”), each representing one Class A Ordinary Share.

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).

CUSIP No. 48138L107

NAMES OF REPORTING PERSONS

1

Yusen Dai

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) "

(b) "

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF, OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED

5

PURSUANT TO ITEMS 2(d) or 2(e) "
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

The People's Republic of China
SOLE VOTING POWER

NUMBER OF 7

SHARES 762,877 Ordinary Shares⁽¹⁾
BENEFICIALLY SHARED VOTING POWER

OWNED BY 8
EACH

REPORTING 0
SOLE DISPOSITIVE POWER

PERSON 9
WITH

762,877 Ordinary Shares⁽¹⁾

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

762,877 Ordinary Shares⁽¹⁾

12

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) “
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

0.51% of the Ordinary Shares⁽²⁾

TYPE OF REPORTING PERSON (See
Instructions)

14

IN

⁽¹⁾Representing 762,877 ADSs, representing 762,877 Class A Ordinary Shares, held by Pinnacle High-Tech Limited.

⁽²⁾Based on 150,073,181 Ordinary Shares outstanding as of March 31, 2018, assuming the conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares.

CUSIP No. 48138L107

NAMES OF REPORTING PERSONS

1

Pinnacle High-Tech Limited
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP

2

(a) " "

(b) " "
SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED

5

PURSUANT TO ITEMS 2(d) or 2(e) " "
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

British Virgin Islands
SOLE VOTING POWER

NUMBER OF **7**

SHARES 762,877 Ordinary Shares⁽³⁾
BENEFICIALLY SHARED VOTING POWER

OWNED BY **8**
EACH

0
REPORTING SOLE DISPOSITIVE POWER

PERSON **9**
WITH

762,877 Ordinary Shares⁽³⁾

10 SHARED DISPOSITIVE POWER

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

762,877 Ordinary Shares⁽³⁾

12

CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) “
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

0.51% of the Ordinary Shares⁽⁴⁾

TYPE OF REPORTING PERSON (See
Instructions)

14

CO

⁽³⁾ Representing 762,877 ADSs, representing 762,877 Class A Ordinary Shares.

⁽⁴⁾ Based on 150,073,181 Ordinary Shares outstanding as of March 31, 2018, assuming the conversion of all outstanding Class B Ordinary Shares into the same number of Class A Ordinary Shares.

Explanatory Note

This statement on Schedule 13D amends and supplements the Original Filing solely for, and only to the extent that it relates to, Mr. Dai and Pinnacle. This statement does not modify any of the information previously reported on the Original Filing or any of the information reported by any Reporting Persons (as defined in the Original Filing) other than Mr. Dai or Pinnacle.

Except as provided herein, this statement does not modify any of the information previously reported on the Original Filing.

Item 5. Interest in Securities of the Issuer.

Item 5(a)–(b) of the Schedule 13D is hereby amended and restated as follows:

(a)–(b) The responses of each Reporting Person to Rows (11) through (13) of the cover pages of this Schedule 13D are hereby incorporated by reference in this Item 5. The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is based on 99,180,983 Class A Ordinary Shares and 50,892,198 Class B Ordinary Shares outstanding as of March 31, 2018.

Holders of Class A Ordinary Share and Class B Ordinary Share have the same rights except for voting and conversion rights. Each Class B ordinary share is convertible into one Class A ordinary share at any time by the holder thereof. 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.

Except as otherwise stated herein, each Reporting Person expressly disclaims any beneficial ownership of the Ordinary Shares held by each other Reporting Person or by any member of the Buyer Group that is not a Reporting Person.

Except as disclosed in this Schedule 13D, neither Mr. Dai nor Pinnacle beneficially owns any Ordinary Shares or has the right to acquire any Ordinary Shares.

Except as disclosed in this Schedule 13D, neither Mr. Dai nor Pinnacle presently has the power to vote or to direct the vote or to dispose or direct the disposition of any of the Ordinary Shares which it may be deemed to beneficially own.

(c) As of November 27, 2017, Pinnacle held an aggregate of 7,854,309 Class B Ordinary Shares, of which 1,854,309 were converted into Class A Ordinary Shares on November 29, 2017 and subsequently into ADSs, and the remaining 6,000,000 were converted into Class A Ordinary Shares on March 14, 2018 and subsequently into ADSs.

Pinnacle engaged in the following open-market transactions with respect to the Issuer's Ordinary Shares since November 27, 2017:

| Transaction Date | Type of Transaction | Number of ADSs | Price per ADS (US\$) |
|------------------|---------------------|----------------|----------------------|
| 7-Dec-2017 | Sale | 8,300 | 2.9034 |
| 7-Dec-2017 | Sale | 11,300 | 2.9055 |
| 11-Dec-2017 | Sale | 50,000 | 2.8699 |
| 11-Dec-2017 | Sale | 50,000 | 2.8320 |
| 12-Dec-2017 | Sale | 100 | 2.9000 |
| 12-Dec-2017 | Sale | 600 | 2.9000 |
| 13-Dec-2017 | Sale | 17,049 | 2.9057 |
| 13-Dec-2017 | Sale | 20,400 | 2.9088 |
| 15-Dec-2017 | Sale | 29,000 | 2.9115 |

| Transaction Date | Type of Transaction | Number of ADSs | Price per ADS (US\$) |
|------------------|---------------------|----------------|----------------------|
| 15-Dec-2017 | Sale | 32,851 | 3.0001 |
| 18-Dec-2017 | Sale | 50,000 | 3.1254 |
| 18-Dec-2017 | Sale | 50,000 | 3.1200 |
| 19-Dec-2017 | Sale | 50,000 | 3.0771 |
| 19-Dec-2017 | Sale | 25,400 | 3.0705 |
| 20-Dec-2017 | Sale | 24,600 | 3.0459 |
| 22-Dec-2017 | Sale | 4,500 | 3.0039 |
| 22-Dec-2017 | Sale | 7,800 | 3.0066 |
| 22-Jan-2018 | Sale | 23,017 | 3.5000 |
| 22-Jan-2018 | Sale | 17,074 | 3.5000 |
| 23-Jan-2018 | Sale | 2,000 | 3.5000 |
| 23-Jan-2018 | Sale | 200 | 3.5000 |
| 24-Jan-2018 | Sale | 28,400 | 3.5019 |
| 24-Jan-2018 | Sale | 8,657 | 3.5008 |
| 24-Jan-2018 | Sale | 4,836 | 3.5005 |
| 24-Jan-2018 | Sale | 24,900 | 3.5029 |
| 25-Jan-2018 | Sale | 15,980 | 3.5003 |
| 25-Jan-2018 | Sale | 6,668 | 3.5000 |
| 31-Jan-2018 | Sale | 50,000 | 3.2013 |
| 31-Jan-2018 | Sale | 50,000 | 3.2013 |
| 1-Feb-2018 | Sale | 76,689 | 3.1032 |
| 1-Feb-2018 | Sale | 88,151 | 3.1067 |
| 2-Feb-2018 | Sale | 900 | 3.1067 |
| 2-Feb-2018 | Sale | 800 | 3.1100 |
| 9-Feb-2018 | Sale | 8,538 | 2.8036 |
| 9-Feb-2018 | Sale | 2,800 | 2.8088 |
| 13-Feb-2018 | Sale | 97,200 | 2.8092 |
| 13-Feb-2018 | Sale | 63,200 | 2.8129 |
| 14-Feb-2018 | Sale | 100,000 | 2.8446 |
| 14-Feb-2018 | Sale | 100,000 | 2.8668 |
| 14-Feb-2018 | Sale | 28,262 | 2.8203 |
| 16-Feb-2018 | Sale | 23,720 | 2.9049 |
| 16-Feb-2018 | Sale | 39,308 | 2.9028 |
| 20-Feb-2018 | Sale | 100,000 | 2.8367 |
| 20-Feb-2018 | Sale | 100,000 | 2.8527 |
| 22-Feb-2018 | Sale | 50,000 | 2.9643 |
| 22-Feb-2018 | Sale | 50,000 | 2.9376 |
| 26-Feb-2018 | Sale | 41,025 | 3.0104 |
| 27-Feb-2018 | Sale | 1,802 | 3.0072 |
| 2-Mar-2018 | Sale | 57,800 | 2.8515 |
| 5-Mar-2018 | Sale | 38,800 | 2.8728 |
| 6-Mar-2018 | Sale | 61,914 | 2.8690 |
| 7-Mar-2018 | Sale | 46,081 | 2.9222 |
| 8-Mar-2018 | Sale | 13,597 | 2.9556 |

| Transaction Date | Type of Transaction | Number of ADSs | Price per ADS (US\$) |
|------------------|---------------------|----------------|----------------------|
| 19-Mar-2018 | Sale | 91,160 | 3.0018 |
| 20-Mar-2018 | Sale | 48,213 | 2.9635 |
| 21-Mar-2018 | Sale | 65,309 | 3.0182 |
| 22-Mar-2018 | Sale | 79,528 | 2.9475 |
| 23-Mar-2018 | Sale | 186,991 | 2.9102 |
| 26-Mar-2018 | Sale | 125,187 | 2.9331 |
| 27-Mar-2018 | Sale | 76,893 | 2.8857 |
| 28-Mar-2018 | Sale | 115,435 | 2.8196 |
| 29-Mar-2018 | Sale | 76,840 | 2.8686 |
| 4-Apr-2018 | Sale | 50,800 | 2.8610 |
| 6-Apr-2018 | Sale | 55,218 | 2.8582 |
| 9-Apr-2018 | Sale | 61,000 | 2.8591 |
| 10-Apr-2018 | Sale | 88,200 | 2.8541 |
| 11-Apr-2018 | Sale | 61,600 | 2.8574 |
| 12-Apr-2018 | Sale | 82,155 | 2.8217 |
| 13-Apr-2018 | Sale | 59,083 | 2.8033 |
| 16-Apr-2018 | Sale | 10,600 | 2.8134 |
| 17-Apr-2018 | Sale | 2,800 | 2.8000 |
| 22-Jun-2018 | Sale | 349,140 | 2.8336 |
| 25-Jun-2018 | Sale | 150,860 | 2.7546 |
| 25-Jun-2018 | Sale | 7,901 | 2.8025 |
| 26-Jun-2018 | Sale | 245,386 | 2.7813 |
| 27-Jun-2018 | Sale | 32,700 | 2.7031 |
| 28-Jun-2018 | Sale | 100 | 2.6000 |
| 29-Jun-2018 | Sale | 135,820 | 2.6289 |
| 20-Jul-2018 | Sale | 110,334 | 2.0695 |
| 23-Jul-2018 | Sale | 100,000 | 2.2156 |
| 25-Jul-2018 | Sale | 100,000 | 2.1005 |
| 26-Jul-2018 | Sale | 100,000 | 2.1173 |
| 27-Jul-2018 | Sale | 100,000 | 2.0700 |
| 30-Jul-2018 | Sale | 61,460 | 2.0199 |
| 31-Jul-2018 | Sale | 82,003 | 2.0201 |
| 1-Aug-2018 | Sale | 12,950 | 2.0063 |
| 7-Aug-2018 | Sale | 100,000 | 1.6950 |
| 8-Aug-2018 | Sale | 100,000 | 1.6964 |
| 10-Aug-2018 | Sale | 51,377 | 1.6921 |
| 13-Aug-2018 | Sale | 73,069 | 1.6702 |
| 14-Aug-2018 | Sale | 100,000 | 1.6280 |
| 15-Aug-2018 | Sale | 200,000 | 1.5024 |
| 16-Aug-2018 | Sale | 114,954 | 1.5525 |
| 20-Aug-2018 | Sale | 99,276 | 1.6660 |
| 21-Aug-2018 | Sale | 57,236 | 1.6653 |
| 22-Aug-2018 | Sale | 54,774 | 1.6851 |
| 23-Aug-2018 | Sale | 66,816 | 1.6709 |

| Transaction Date | Type of Transaction | Number of ADSs | Price per ADS (US\$) |
|------------------|---------------------|----------------|----------------------|
| 24-Aug-2018 | Sale | 70,518 | 1.6270 |
| 27-Aug-2018 | Sale | 100,000 | 1.8004 |
| 27-Aug-2018 | Sale | 500,000 | 1.9180 |
| 28-Aug-2018 | Sale | 100,000 | 1.8512 |
| 29-Aug-2018 | Sale | 100,000 | 1.9049 |
| 30-Aug-2018 | Sale | 100,000 | 1.9646 |
| 31-Aug-2018 | Sale | 100,000 | 1.9521 |
| 30-Nov-2018 | Sale | 46,540 | 2.1139 |
| 3-Dec-2018 | Sale | 36,060 | 2.1112 |
| 4-Dec-2018 | Sale | 48,394 | 2.1094 |
| 6-Dec-2018 | Sale | 14,300 | 2.1001 |
| 7-Dec-2018 | Sale | 78,233 | 2.1325 |
| Total | | 7,091,432 | |

Other than the foregoing, neither Mr. Dai nor Pinnacle has effected any transaction in the Ordinary Shares since November 27, 2017.

(d) Except as disclosed in this statement on Schedule 13D, to the best knowledge of Mr. Dai and Pinnacle, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Ordinary Shares beneficially owned by Mr. Dai or Pinnacle.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description

A* Joint Filing Agreement dated February 26, 2016 by and among the Reporting Persons.

B* Proposal Letter dated February 17, 2016 from the Buyer Group to the board of directors of the Company.

C* Proposal Withdrawal Letter to the special committee of the board of directors of the Company, dated November 27, 2017.

*

Previously filed

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.

Date: January 24, 2019

Yusen Dai

By: /s/ Yusen Dai

Pinnacle High-Tech Limited By: /s/ Yusen Dai

Name: Yusen Dai

Title: Director