

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Baozun Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(IRS Employer
Identification No.)

**Building B, No. 1268 Wanrong Road
Shanghai 200436
The People's Republic of China
+86 21 8026-6000**
(Address of principal executive offices and zip code)

2015 Share Incentive Plan
(Full title of the plan)

**Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017**
(Name and address of agent for service)

+1 212-750-6474
(Telephone number, including area code, of agent for service)

Copies to:
**William L. Hughes, Esq.
Fenwick & West LLP
555 California Street
San Francisco, California 94104
+1 (415) 875-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|--|--|---|---|-------------------------------|
| Class A ordinary shares, \$0.0001 par value per share ⁽³⁾ | 996,171 shares ⁽⁴⁾ | \$ 15.9550 ⁽⁵⁾ | \$ 15,893,908.31 | \$ 1,978.80 |

- (1) Represents class A ordinary shares issuable pursuant to awards (including the exercise of any options, restricted shares, and restricted share units granted) under the 2015 Share Incentive Plan (the "2015 Plan") of Baozun Inc. (the "Registrant"). In accordance with Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement will also cover an indeterminate number of additional class A ordinary shares that become issuable under the 2015 Plan to prevent dilution resulting from any stock dividend, stock split, recapitalization or similar transaction.
- (2) These shares are offered under awards (including share options and restricted share units) granted or to be granted under the 2015 Plan. The proposed maximum offering price per ordinary share and the proposed maximum aggregate offering price have been estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee.
- (3) These shares may be represented by the Registrant's American depositary shares ("ADSs"), each of which represents three class A ordinary shares. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-204030).
- (4) Represents an automatic increase to the number of shares available for issuance under the 2015 Plan. Shares available for issuance under the 2015 Plan were previously registered on registration statements on Form S-8 filed with the SEC on July 30, 2015 (Registration No. 333-205944) and April 3, 2017 (Registration No. 333-217121). On December 31, 2017, the unissued shares reserved under the 2015 Plan accounted for less than 1.5% of the then total issued and outstanding shares on an as-converted basis, as a result, on January 1, 2018, the number of shares reserved for future issuances under the 2015 Plan increased to 1.5% of the then total issued and outstanding shares.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act on the basis of the average of the high and low prices for the Registrant's ADSs, as quoted on the NASDAQ Global Select Market on April 17, 2018.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register 996,171 additional Class A ordinary shares under the Registrant's 2015 Plan, pursuant to the provisions of the 2015 Plan providing for an automatic increase in the number of shares reserved for issuance under the 2015 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the SEC on July 30, 2015 (Registration No. 333-205944) and April 3, 2017 (Registration No. 333-217121), except for Part II, Item 8 - Exhibits.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| <u>4.1</u> | <u>Fourth Amended and Restated Memorandum and Articles of Association of (incorporated by reference to Exhibit 3.2 to the Registration Statement of the Registrant on Form F-1, as amended (Registration No. 333-203477))</u> |
| <u>4.2</u> | <u>Specimen Certificate for Class A Ordinary Shares of the Registrant (incorporated by reference to Exhibit 4.2 to the Registration Statement of the Registrant on Form F-1, as amended (Registration No. 333-203477))</u> |
| <u>4.3</u> | <u>Deposit Agreement, dated May 27, 2015, among the Registrant, JP. Morgan Chase Bank, N.A., as depositary, and holders from time to time of the American Depositary Shares issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement of the Registrant on Form S-8, as amended (Registration No. 333-205944))</u> |
| <u>5.1*</u> | <u>Opinion of Maples and Calder (Hong Kong) LLP, counsel to the Registrant, regarding the legality of the Ordinary Shares</u> |
| <u>10.1</u> | <u>2015 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registration Statement of the Registrant on Form F-3, as amended (Registration No. 333-214801))</u> |
| <u>23.1*</u> | <u>Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an Independent Registered Public Accounting Firm</u> |
| <u>23.2*</u> | <u>Consent of Maples and Calder (Hong Kong) LLP (included in opinion filed as Exhibit 5.1)</u> |
| <u>24.1*</u> | <u>Powers of attorney (included on signature pages)</u> |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, the People's Republic of China, on April 18, 2018.

Baonzun Inc.

By: /s/ Vincent Wenbin Qiu
Name: Vincent Wenbin Qiu
Title: Director and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Vincent Wenbin Qiu and Beck Zhaoming Chen with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|----------------|
| <u>/s/ Vincent Wenbin Qiu</u> Name: Vincent Wenbin Qiu | Director and Chief Executive Officer (principal executive officer) | April 18, 2018 |
| <u>/s/ Beck Zhaoming Chen</u> Name: Beck Zhaoming Chen | Chief Financial Officer (principal financial and accounting officer) | April 18, 2018 |
| <u>/s/ Junhua Wu</u> Name: Junhua Wu | Director | April 18, 2018 |
| <u>/s/ Satoshi Okada</u> Name: Satoshi Okada | Director | April 18, 2018 |
| <u>/s/ David McKee Hand</u> Name: David McKee Hand | Director | April 18, 2018 |
| <u>/s/ Jessica Xiuyun Liu</u> Name: Jessica Xiuyun Liu | Director | April 18, 2018 |
| <u>/s/ Yiu Pong Chan</u> Name: Yiu Pong Chan | Director | April 18, 2018 |
| <u>/s/ Bin Yu</u> Name: Bin Yu | Director | April 18, 2018 |
| <u>/s/ Steve Hsien-Chieng Hsia</u> Name: Steve Hsien-Chieng Hsia | Director | April 18, 2018 |
| <u>/s/ Changqing Ye</u> Name: Changqing Ye | Director | April 18, 2018 |

Law Debenture Corporate Services Inc.

Authorized U.S. Representative

April 18, 2018

/s/ Diana Arias

Name: Diana Arias

Title: Senior Manager, an employee on behalf of
Law Debenture Corporate Services Inc.

**SIGNATURE OF AN EMPLOYEE ON
BEHALF OF LAW DEBENTURE
CORPORATE SERVICES INC. AS AN
AUTHORIZED REPRESENTATIVE IN
THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Baozun Inc. has signed this registration statement or amendment thereto in New York, New York on April 18, 2018.

Our ref SSY/689164-000001/12450219v2

Baozun Inc.
Building B, No. 1268 Wanrong Road
Shanghai 200436
People's Republic of China

18 April 2018

Dear Sirs

Baozun Inc. (the "Company")

We have been asked to render this opinion in our capacity as counsel as to Cayman Islands law to the Company in connection with the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission on 18 April 2018, relating to the registration under the Securities Act of 1933, as amended, (the "**Act**") of an aggregate amount of 996,171 Class A Ordinary Shares of par value US\$0.0001 each in the authorised but unissued share capital of the Company (the "**Shares**") for issuance pursuant to the Company's 2015 Share Incentive Plan (the "**Plan**").

We have reviewed the corporate authorisations of the Company in connection with the Plan and the issue of the Shares by the Company and have assumed that the Share will be issued in accordance with the Plan and the resolutions authorising their issue.

It is our opinion that the Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the resolutions adopted by the board of directors of the Company (or any individual or committee to whom the board of directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the register of members of the Company, will be legally issued, fully paid and non-assessable.

This opinion is subject to the qualification that under the Companies Law (2018 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2018 Revision) directs or authorises to be inserted therein. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

In this opinion the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 11, 2018 relating to (1) the consolidated financial statements of Baozun Inc., its subsidiaries and variable interest entity (collectively, the “Group”) and the financial statement schedule of Baozun Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the translation of Renminbi amounts into United States dollar amounts for the convenience of the readers in the United States of America), and (2) the effectiveness of the Group’s internal control over financial reporting, appearing in the Annual Report on Form 20-F of Baozun Inc. for the year ended December 31, 2017.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP
Deloitte Touche Tohmatsu Certified Public Accountants LLP
Shanghai, China
April 18, 2018
