

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO
(Amendment No. 1)

(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Baozun Inc.

(Name of Subject Company (Issuer))

Baozun Inc.

(Name of Filing Person (Issuer))

1.625% Convertible Senior Notes due 2024

(Title of Class of Securities)

06684L AB9

(CUSIP Number of Class of Securities)

Arthur Yu

Chief Financial Officer

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with copy to:

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by Baozun Inc. (the “Company”) on April 1, 2022 (the “Schedule TO”) relating to the Company’s 1.625% Convertible Senior Notes due 2024 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Notice to the holders of the Notes (the “Holders”) dated April 1, 2022 (the “Repurchase Right Notice”). The information contained in the Schedule TO, including the Repurchase Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, April 28, 2022 (the “Expiration Date”). The Company has been advised by Citibank, N.A., as paying agent (the “Paying Agent”), that pursuant to the terms of the Repurchase Right Notice, US\$108,718,000.00 aggregate principal amount of the Notes were validly surrendered and not withdrawn for repurchase as of the Expiration Date. The Company has accepted all of the surrendered Notes for repurchase pursuant to the terms of the Repurchase Right Notice and has forwarded cash in payment of the Repurchase Price to the Paying Agent for distribution to the Holders that had exercised their Repurchase Right. The aggregate amount of the Repurchase Price is US\$108,718,000.00. Following settlement of the Repurchase Price, there is no Notes remain outstanding under the Indenture.

ITEM 12. EXHIBITS.

- (a)(1)* [Repurchase Right Notice to Holders of 1.625% Convertible Senior Notes due 2024 issued by the Company, dated as of April 1, 2022.](#)
- (a)(5)(A)* [Press Release issued by the Company, dated as of April 1, 2022.](#)
- (a)(5)(B) † [Press Release issued by the Company, dated as of May 2, 2022.](#)
- (b) Not applicable.
- (d)(1) [Indenture, dated as of April 10, 2019, between the Company and Citicorp International Limited, as trustee \(incorporated by reference to Exhibit 4.12 to the Company's annual report on Form 20-F \(File No. 001-37385\) filed with the Securities and Exchange Commission on April 28, 2020\).](#)
- (d)(2) [ADS Lending Agreement, dated as of April 4, 2019, among the Company and each of Credit Suisse International and Deutsche Bank AG, London Branch \(incorporated by reference to Exhibit 99.1 to Form 6-K \(File No. 001-37385\) filed with the Securities and Exchange Commission on April 5, 2019\).](#)
- (g) Not applicable.
- (h) Not applicable.
- [107†](#) [Filing Fee Table](#)

* Previously filed.

† Filed herewith.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

EXHIBIT INDEX

Exhibit No. Description

- (a)(1)* [Repurchase Right Notice to Holders of 1.625% Convertible Senior Notes due 2024 issued by the Company, dated as of April 1, 2022.](#)
- (a)(5)(A)* [Press Release issued by the Company, dated as of April 1, 2022.](#)
- (a)(5)(B)† [Press Release issued by the Company, dated as of May 2, 2022.](#)
- (d)(1) [Indenture, dated as of April 10, 2019, between the Company and Citicorp International Limited, as trustee \(incorporated by reference to Exhibit 4.12 to the Company's annual report on Form 20-F \(File No. 001-37385\) filed with the Securities and Exchange Commission on April 28, 2020\).](#)
- (d)(2) [ADS Lending Agreement, dated as of April 4, 2019, among the Company and each of Credit Suisse International and Deutsche Bank AG, London Branch \(incorporated by reference to Exhibit 99.1 to Form 6-K \(File No. 001-37385\) filed with the Securities and Exchange Commission on April 5, 2019\).](#)
- 107† [Filing Fee Table](#)

* Previously filed.

† Filed herewith.

SIGNATURE

After due 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.

Baozun Inc.

By: /s/ Arthur Yu

Name: Arthur Yu

Title: Chief Financial Officer

Dated: May 2, 2022

**Baozun Inc. Announces Completion of Repurchase Right Offer for
1.625% Convertible Senior Notes due 2024**

SHANGHAI, China, May 2, 2022 — Baozun Inc. (Nasdaq: BZUN and HKEX: 9991) (“Baozun” or the “Company”), the leading brand e-commerce service partner that helps brands execute their e-commerce strategies in China, today announced that it has completed its previously announced repurchase right offer relating to its 1.625% Convertible Senior Notes due 2024 (CUSIP No. 06684L AB9) (the “Notes”). The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, April 28, 2022. Based on the information from Citibank, N.A. as paying agent for the Notes, US\$108,718,000.00 aggregate principal amount of the Notes were validly surrendered and not withdrawn for repurchase prior to the expiration of the repurchase right. The aggregate amount of the repurchase price is US\$108,718,000.00. The Company has accepted all of the surrendered Notes for repurchase and has forwarded cash in payment of the same to the paying agent for distribution to the applicable holders. Following settlement of the repurchase price, there is no Notes remain outstanding under the Indenture.

Materials filed with the SEC will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <http://ir.baozun.com>.

About Baozun Inc.

Baozun Inc. is the leader and a pioneer in the brand e-commerce service industry in China. Baozun empowers a broad and diverse range of brands to grow and succeed by leveraging its end-to-end e-commerce service capabilities, omni-channel coverage and technology-driven solutions. Its integrated one-stop solutions address all core aspects of the e-commerce operations covering IT solutions, online store operations, digital marketing, customer services, and warehousing and fulfillment.

For more information, please visit <https://ir.baozun.com>.

For investor and media inquiries, please contact:

Baozun Inc.

Ms. Wendy Sun

Email: ir@baozun.com

Calculation of Filing Fee Tables

Schedule TO-I/A
(Form Type)

Baozun Inc.
(Name of Issuer)

Table 1: Transaction Valuation

	Transaction Valuation	Fee rate	Amount of Filing Fee
Fees to Be Paid	108,718,000.00 ⁽¹⁾	0.00927%	10,078.16
Fees Previously Paid			10,078.16
Total Transaction Valuation	108,718,000.00		
Total Fees Due for Filing			10,078.16
Total Fees Previously Paid			10,078.16
Total Fee Offsets			—
Net Fee Due			—

- (1) Calculated as the aggregate maximum value of Notes being repurchased. The fee of \$10,078.16 was paid in connection with the filing of the Schedule TO-I by Baozun, Inc. (File No. 005-89353) on April 1, 2022 (the "Schedule TO"). This is the final amendment to the Schedule TO and is being filed to report the results of the offer.