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

FORM 6-K

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

For the month of February 2023

Commission File Number: 001-37385

Baozun Inc.

**No. 1-9, Lane 510, West Jiangechang Road
Shanghai 200436
The People's Republic of China
(Address of principal executive office)**

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

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):

EXPLANATORY NOTE

We submitted with The Stock Exchange of Hong Kong Limited a monthly return form dated February 6, 2023 in relation to the movements in our authorized share capital and issued shares in January 2023, attached as Exhibit 99.1 to this current report on Form 6-K.

SIGNATURES

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.

Baozun Inc.

By: /s/ Arthur Yu

Name: Arthur Yu

Title: Chief Financial Officer

Date: February 6, 2023

Exhibit Index

[Exhibit 99.1 — Monthly Return with The Stock Exchange of Hong Kong Limited – Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities](#)

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “aims,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident,” “potential,” “continues,” “ongoing,” “targets,” “guidance,” “going forward,” “outlook” or other similar expressions. Statements that are not historical facts, including but not limited to statements about Baozun’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to Baozun’s filings with the United States Securities and Exchange Commission and its announcements, notices or other documents published on the website of The Stock Exchange of Hong Kong Limited. All information provided in this announcement is as of the date hereof and is based on assumptions that Baozun believes to be reasonable as of this date, and Baozun undertakes no obligation to update such information, except as required under applicable law.



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Baozun Inc. (A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

Date Submitted: 06 February 2023

I. Movements in Authorised / Registered Share Capital

| 1. Type of shares | WVR ordinary shares | Class of shares | Class A | Listed on SEHK (Note 1) | Yes | |
|-------------------------------------|--|-----------------|---------|-------------------------------------|-----|--|
| Stock code | 09991 | Description | | | | |
| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | | |
| Balance at close of preceding month | 470,000,000 | USD 0.0001 | USD | 47,000 | | |
| Increase / decrease (-) | | | USD | | | |
| Balance at close of the month | 470,000,000 | USD 0.0001 | USD | 47,000 | | |

| 2. Type of shares | WVR ordinary shares | Class of shares | Class B | Listed on SEHK (Note 1) | No | |
|-------------------------------------|--|-----------------|---------|-------------------------------------|----|--|
| Stock code | 09991 | Description | | | | |
| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | | |
| Balance at close of preceding month | 30,000,000 | USD 0.0001 | USD | 3,000 | | |
| Increase / decrease (-) | | | USD | | | |
| Balance at close of the month | 30,000,000 | USD 0.0001 | USD | 3,000 | | |

Total authorised/registered share capital at the end of the month: USD 50,000

II. Movements in Issued Shares

| | | | | | | |
|-------------------------------------|---------------------|-----------------|---------|-------------------------|-----|--|
| 1. Type of shares | WVR ordinary shares | Class of shares | Class A | Listed on SEHK (Note 1) | Yes | |
| Stock code | 09991 | Description | | | | |
| Balance at close of preceding month | 163,100,873 | | | | | |
| Increase / decrease (-) | 60,894 | | | | | |
| Balance at close of the month | 163,161,767 | | | | | |

| | | | | | | |
|-------------------------------------|---------------------|-----------------|---------|-------------------------|----|--|
| 2. Type of shares | WVR ordinary shares | Class of shares | Class B | Listed on SEHK (Note 1) | No | |
| Stock code | 09991 | Description | | | | |
| Balance at close of preceding month | 13,300,738 | | | | | |
| Increase / decrease (-) | | | | | | |
| Balance at close of the month | 13,300,738 | | | | | |

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

| 1. Type of shares issuable | WVR ordinary shares | Class of shares | Class A | Shares issuable to be listed on SEHK (Note 1) | Yes | | |
|--|---|---------------------------|---------|---|--|---|--|
| Stock code of shares issuable (if listed on SEHK) (Note 1) | | 09991 | | | | | |
| Particulars of share option scheme | Number of share options outstanding at close of preceding month | Movement during the month | | Number of share options outstanding at close of the month | No. of new shares of issuer issued during the month pursuant thereto (A) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month |
| 1). 2014 Share Incentive Plan - Share Options | 1,887,470 | Exercised | -4,644 | 1,882,826 | 4,644 | 1,882,826 | 0 |
| General Meeting approval date (if applicable) | | | | | | | |

Total A (WVR ordinary shares Class A): 4,644

Total funds raised during the month from exercise of options: USD 5,309.64

Remarks:

No further options will be granted under the 2014 Share Incentive Plan and the 2015 Share Incentive Plan of the Company after November 1, 2022 (being the date on which the Company's voluntary conversion of its secondary listing status to primary listing on The Stock Exchange of Hong Kong Limited (the "Primary Conversion") became effective).

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

| 1. Type of shares issuable | WVR ordinary shares | Class of shares | Class A | Shares issuable to be listed on SEHK (Note 1) | Yes | |
|--|--|-----------------|---|--|---|--|
| Stock code of shares issuable (if listed on SEHK) (Note 1) | | 09991 | | | | |
| Description | | | General Meeting approval date (if applicable) | No. of new shares of issuer issued during the month pursuant thereto (D) | No. of new shares of issuer which may be issued pursuant thereto as at close of the month | |
| 1). | Issue Class A ordinary shares to satisfy the restricted share units vested which were previously granted under the 2015 Share Incentive Plan adopted on May 5, 2015 and amended in July 2016 | | | 56,250 | | |
| 2). | 2022 Share Incentive Plan - Restricted Share Units | | 21 October 2022 | | 3,907,800 | |

Total D (WVR ordinary shares Class A): 56,250

Remarks:

No further awards will be granted under the 2014 Share Incentive Plan and the 2015 Share Incentive Plan of the Company after November 1, 2022 (being the date on which the Company's Primary Conversion became effective).

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in WVR ordinary shares Class A during the month (i.e. Total of A to E) 60,894

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Vincent Wenbin Qiu
Title: Chairman and Chief Executive Officer
(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. “Identical” means in this context:
- . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
- . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
 - . “type of shares issuable” should be construed as “type of shares repurchased”; and
 - . “issue and allotment date” should be construed as “cancellation date”
6. In the context of redemption of shares:
- . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
 - . “type of shares issuable” should be construed as “type of shares redeemed”; and
 - . “issue and allotment date” should be construed as “redemption date”