
**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 September 2020

Commission File Number 001-37385

Baozun Inc.

(Translation of registrant's name into English)

**Building B, No. 1268 Wanrong 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

Exhibits 4.1, 5.1, 8.1, 8.2, 23.1 and 23.2 to this current report on Form 6-K are incorporated by reference into the registration statements on Form F-3 of Baozun Inc. (No. 333-230718), and shall be a part thereof from the date on which this report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

EXHIBIT INDEX

Exhibit	Description
4.1	Specimen of Ordinary Share Certificate.
5.1	Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the ordinary shares.
8.1	Opinion of Maples and Calder (Hong Kong) LLP regarding certain Cayman Islands tax matters (included in Exhibit 5.1).
8.2	Opinion of Han Kun Law Offices regarding certain PRC tax matters.
23.1	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1).
23.2	Consent of Han Kun Law Offices (included in Exhibit 8.2).
99.1	Press Release: Baozun Inc. Announces Pricing of Global Offering.

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/ Robin Bin Lu
Name: Robin Bin Lu
Title: Chief Financial Officer

Date: September 23, 2020

DATE OF ISSUE CERTIFICATE NUMBER RUN/TFR. NO. REGISTER NUMBER OF SHARE(S)



Baozun Inc.

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

**CLASS A SHARE CERTIFICATE
HONG KONG SHARE REGISTER**

THIS IS TO CERTIFY THAT THE UNDERMENTIONED PERSON(S) IS/ARE THE REGISTERED HOLDER(S) OF FULLY PAID CLASS A ORDINARY SHARE(S) OF NOMINAL VALUE US\$0.0001 PER SHARE IN THE SHARE CAPITAL OF BAOZUN INC. (THE "COMPANY") AS DETAILED BELOW SUBJECT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.

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CODE:

NUMBER OF SHARE(S):

SPECIMEN

GIVEN UNDER THE SECURITIES SEAL OF THE COMPANY ON THE DATE OF ISSUE STATED ABOVE.

DIRECTOR

NO TRANSFER OF THE WHOLE OR ANY PORTION OF THE ABOVE SHARE(S) CAN BE REGISTERED UNLESS ACCOMPANIED BY THIS SHARE CERTIFICATE.
HONG KONG SHARE REGISTRAR: COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG.

Our ref VSL/689164-000004/18249175v2

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

23 September 2020

Dear Sirs

Baozun Inc.

We have acted as Cayman Islands legal advisers to Baozun Inc. (the "**Company**") in connection with the Company's registration statement on Form F-3 (File No. 333-230718), including all amendments or supplements thereto (the "**Registration Statement**") and the preliminary prospectus supplement dated September 16, 2020 (the "**Prospectus Supplement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date, relating to the offering by the Company of certain Class A ordinary shares of par value US\$0.0001 each of the Company (the "**Shares**").

We are furnishing this opinion as Exhibits 5.1, 8.1 and 23.1 to the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 17 December 2013 and the certificate of incorporation on change of name of the Company dated 19 March 2015.
 - 1.2 The fourth amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 17 April 2015 and effective conditional and immediately upon the completion of the initial public offering of the Company's ADSs representing its Shares (the "**Memorandum and Articles**").
 - 1.3 The minutes (the "**Minutes**") of the meetings of the board of directors of the Company held on 22 July 2020 and 9 September 2020 (the "**Meetings**").
 - 1.4 A certificate from a director of the Company, a copy of which is attached hereto (the "**Director's Certificate**").
 - 1.5 A certificate of good standing dated 10 September 2020, issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**").
 - 1.6 The Registration Statement.
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2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below.
- 2.4 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares comprising 470,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each and 30,000,000 Class B Ordinary Shares of a par value of US\$0.0001 each.
- 3.3 The allotment and issue of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.4 The statements under the caption "Taxation" in the Prospectus Supplement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 Qualifications

In this opinion the phrase "non-assessable" means, with respect to shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder and in absence of a contractual arrangement to the contrary, be liable for additional assessments or calls on the shares by the Company or its creditors (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).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement and the Prospectus Supplement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP
Maples and Calder (Hong Kong) LLP

September 23, 2020

To: **Baozun Inc. (the “Company.”)**

Building B, No. 1268 Wanrong Road
Shanghai 200436
The People’s Republic of China

Dear Sirs,

We are qualified lawyers of the People’s Republic of China (the “PRC” or “China”, and for the purpose of this opinion only, the PRC shall not include the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan) and as such are qualified to issue this opinion on the laws and regulations of the PRC effective as of the date hereof.

We have acted as the PRC counsel to the Company in connection with the Company’s registration statement on Form F-3 (File No. 333-230718) (including all amendments or supplements thereto, the “Registration Statement”) and the preliminary prospectus supplement dated September 16, 2020 (the “Prospectus Supplement”), filed by the Company with the U.S. Securities and Exchange Commission under the U.S. Securities Act of 1933 (as amended), relating to the proposed offering of certain Class A ordinary share of the Company, par value US\$0.0001 per share. For the foregoing purpose, we have been requested to give this opinion in connection with the Section “Taxation” in the Prospectus Supplement regarding PRC taxation.

A. Opinions

Based on our review of the Documents and subject to the Qualifications and disclosures contained in the Registration Statement and the Prospectus Supplement, we are of the opinion that:

- (1) Taxation. The statements made in the Prospectus Supplement under the caption “Taxation—People’s Republic of China Taxation,” with respect to the PRC tax laws and regulations, constitute true and accurate descriptions of the matters described therein in all material aspects and such statements constitute our opinion.

B. Qualifications

Our opinion expressed above is subject to the following qualifications (the “Qualifications”):

- (a) Our opinion is limited to the PRC laws of general application on the date hereof. We have made no investigation of, and do not express or imply any views on, the laws of any jurisdiction other than the PRC.
- (b) The PRC laws and regulations referred to herein are laws and regulations publicly available and currently in force on the date hereof and there is no guarantee that any of such laws and regulations, or the interpretation or enforcement thereof, will not be changed, amended or revoked in the future with or without retrospective effect.
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- (c) Our opinion is subject to the effects of (i) certain legal or statutory principles affecting the enforceability of contractual rights generally under the concepts of public interest, social ethics, national security, good faith, fair dealing, and applicable statutes of limitation, (ii) any circumstance in connection with formulation, execution or performance of any legal documents that would be deemed materially mistaken, clearly unconscionable, fraudulent, coercive or concealing illegal intentions with a lawful form, (iii) judicial discretion with respect to the availability of specific performance, injunctive relief, remedies or defenses, or calculation of damages, and (iv) the discretion of any competent PRC legislative, administrative or judicial bodies in exercising their authority in the PRC.
- (d) This opinion is issued based on our understanding of the current PRC laws. For matters not explicitly provided under the current PRC laws, the interpretation, implementation and application of the specific requirements under PRC laws are subject to the final discretion of competent PRC legislative, administrative and judicial authorities, and there can be no assurance that the government agencies will ultimately take a view that is not contrary to our opinion stated above.
- (e) We may rely, as to matters of fact (but not as to legal conclusions), to the extent we deem proper, on certificates and confirmations of responsible officers of the Company and PRC government officials.
- (f) This opinion is intended to be used in the context which is specifically referred to herein.
- (g) We have not undertaken any independent investigation to ascertain the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company and the PRC Companies or the rendering of this opinion.
- (h) This opinion is intended to be used in the context which is specifically referred to herein and each paragraph should be looked at as a whole and no part should be extracted and referred to independently.

We hereby consent to the use of this opinion in, and the filing hereof as an exhibit to the Registration Statement, and to the reference to our name under the captions "Taxation," "Enforceability of Civil Liabilities" and "Legal Matters" in such Registration Statement and Prospectus Supplement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the regulations promulgated thereunder.

This opinion is delivered solely for the purpose of and in connection with the Registration Statement and may not be used for any other purpose without our prior written consent.

Yours faithfully,

/s/ HAN KUN LAW OFFICES
HAN KUN LAW OFFICES

Baozun Announces Pricing of Global Offering

SHANGHAI, China, Sept. 23, 2020 (GLOBAL NEWSWIRE) — Baozun Inc. (Nasdaq: BZUN) (“Baozun” or the “Company”), the leading brand e-commerce service partner that helps brands execute their e-commerce strategies in China, today announced the pricing of the global offering (the “Global Offering”) of 40,000,000 Class A ordinary shares (the “Shares”), which comprises an international offering and a Hong Kong public offering. The final offer price for both the international offering and the Hong Kong public offering (the “Offer Price”) has been set at HK\$82.90 per Share. Based on the ratio of three Shares per Nasdaq-listed American depositary share (“ADS”), the Offer Price translates to approximately US\$32.10 per ADS (based on an exchange rate of HK\$7.7499 to US\$1.00). The Company has set Offer Price by taking into consideration, among other factors, the closing price of the ADSs on September 22, 2020 (the last trading day before pricing). Subject to approval from The Stock Exchange of Hong Kong Limited (the “SEHK”), the Shares are expected to begin trading on the Main Board of the SEHK on September 29, 2020 under the stock code “9991.HK.” The Global Offering is expected to close on the same day, subject to customary closing conditions.

The Company’s ADSs will continue to be listed and traded on Nasdaq. Upon the secondary listing in Hong Kong, the Class A ordinary shares traded on the SEHK will be fully fungible with the Class A ordinary shares represented by the ADSs traded on Nasdaq.

The gross proceeds to the Company from the Global Offering, before deducting underwriting fees and the offering expenses, are expected to be approximately HK\$3,316.0 million. In addition, the Company has granted the international underwriters an over-allotment option, exercisable from September 23, 2020 until 30 days thereafter, to require the Company to issue up to an additional 6,000,000 Shares at the Offer Price.

The Company plans to use the net proceeds from the Global Offering for expanding its brand partner network, enhancing its digital marketing and fulfillment capabilities, potential strategic alliances, investment in technology and innovation, and potential merger and acquisition opportunities.

Citigroup Global Markets Asia Limited, CMB International Capital Limited and Credit Suisse (Hong Kong) Limited are the joint sponsors, joint global coordinators, joint bookrunners and joint lead managers for the Global Offering. China International Capital Corporation Hong Kong Securities Limited is acting as a joint global coordinator, joint bookrunner and joint lead manager for the Global Offering. CCB International Capital Limited and China Merchants Securities (HK) Co., Limited are acting as joint bookrunners and joint lead managers for the Global Offering.

The Global Offering of the Shares in the United States (including Shares initially offered and sold outside the United States that may be resold from time to time into the United States) are being made only by means of a prospectus supplement filed with the U.S. Securities and Exchange Commission (the “SEC”) on September 16, 2020 and the accompanying prospectus included in an automatic shelf registration statement on Form F-3ASR (File No. 333-230718) filed with SEC on April 4, 2019, which automatically became effective upon filing. The registration statement on Form F-3ASR, including the base prospectus contained therein, and the preliminary prospectus supplement dated September 16, 2020 are available at the SEC website at: <http://www.sec.gov>. The final prospectus supplement will be filed with the SEC and will be available on the SEC’s website at: <http://www.sec.gov>. When available, copies of the final prospectus supplement and the accompanying prospectus relating to the offering may also be obtained from Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, the United States of America (Tel: 800-831-9146); CMB International Capital Limited, 45/F Champion Tower, 3 Garden Road, Central, Hong Kong, Attention: Susie Zhang; or by email at ECMs@cmbl.com.hk; or Credit Suisse Securities (USA) LLC, Eleven Madison Avenue, New York, New York 10010, Attention: Prospectus Department, or by email at newyork.prospectus@credit-suisse.com.

This press release shall not constitute an offer to sell or the solicitation of an offer or an invitation to buy any securities, nor shall there be any offer or sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction. This press release does not constitute a prospectus (including as defined under the laws of Hong Kong) and potential investors should read the prospectus of the Company for detailed information about the Company and the Global Offering, before deciding whether or not to invest in the Company. This press release has not been reviewed or approved by the SEHK or the Securities and Futures Commission of Hong Kong.

The price of the Shares of the Company may be stabilized in accordance with the Securities and Futures (Price Stabilization) Rules. The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) have been contained in the prospectus of the Company dated September 17, 2020.

About Baozun

Baozun 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 <http://ir.baozun.com>.

Safe Harbor Statement

This press release 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,” “future,” “intends,” “plans,” “believes,” “estimates,” “potential,” “continue,” “ongoing,” “targets,” “guidance” and similar statements. Statements that are not historical facts, including statements about the offering and listing, the use of proceeds and the Company’s strategies and goals, are or contain 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 the following: the Company’s operations and business prospects; the Company’s business and operating strategies and its ability to implement such strategies; the Company’s ability to develop and manage our operations and business; competition for, among other things, capital, technology and skilled personnel; the Company’s ability to control costs; the Company’s dividend policy; changes to regulatory and operating conditions in the industry and geographical markets in which the Company operates; and other risks and uncertainties. There can be no guarantee that the Global Offering and the secondary listing in Hong Kong will be completed as planned, or that the expected benefits from the offering and listing will be achieved. You should consider the risk factors included in the registration statement (including any documents incorporated by reference therein), prospectus and prospectus supplements that have been or will be filed with the SEC and the prospectus registered in Hong Kong. All information provided in this press release is as of the date of this press release and are based on assumptions that the Company believes to be reasonable as of this date, and the Company does not undertake any obligation to update any forward-looking statement, except as required under applicable law.

For investor and media inquiries, please contact:

Baozun Inc.

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