

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)

Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, New York 10168  
(Name and address of agent for service)

(800) 221-0102  
(Telephone number, including area code, of agent for service)

Robin Bin Lu  
Building B, No. 1268 Wanrong Road  
Shanghai 200436  
People's Republic of China  
+86 21 8026-6000

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Class A ordinary shares, \$0.0001 par value per share <sup>(3)</sup>	491,977 Class A ordinary shares <sup>(4)</sup>	\$ 10.0867 <sup>(5)</sup>	\$ 4,962,424.41	\$ 644.13

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- (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 Class A ordinary shares are offered under awards (including options, restricted shares, and restricted share units) granted or to be granted under the 2015 Plan. The proposed maximum offering price per Class A 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 Class A ordinary shares registered hereby have been registered under separate registration statements on Form F-6 (333-204030 and 333-230717).
  - (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), April 3, 2017 (Registration No. 333-217121), April 18, 2018 (Registration No. 333- 224330) and April 23, 2019 (Registration No. 333- 230994). On December 31, 2019, the unissued shares reserved for future issuance under the 2015 Plan accounted for less than 1.5% of Registrant’s total issued and outstanding shares on an as-converted basis, as a result, on January 1, 2020, the number of shares reserved for future issuances under the 2015 Plan automatically increased to 1.5% of the 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 Stock Market on April 22, 2020.
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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8  
REGISTRATION OF ADDITIONAL SHARES**

Pursuant to General Instruction E of Form S-8, Baozun Inc (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”) to register 491,977 additional Class A ordinary shares for future issuance 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 future issuance under the 2015 Plan. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to such instruction, the contents of the Registrant’s registration statements on Form S-8 filed with the SEC on July 30, 2015 (Registration No. 333-205944), April 3, 2017 (Registration No. 333-217121), April 18, 2018 (Registration No. 333- 224330) and April 23, 2019 (Registration No. 333- 230994), except for Part II, Item 8 – Exhibits, are incorporated herein by reference.

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Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<u>4.1</u>	<u><a href="#">Fourth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement of the Registrant on Form F-1, as amended (Registration No. 333-203477))</a></u>
<u>4.2</u>	<u><a href="#">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))</a></u>
<u>4.3</u>	<u><a href="#">Amended and Restated Deposit Agreement, dated April 4, 2019, among the Registrant, JP Morgan Chase Bank, N.A., as depository, and holders and beneficial owners from time to time of American Depositary Receipts issued thereunder (incorporated by reference to Exhibit 4.3 of Form S-8 (File No. 333- 230994) filed with the Securities and Exchange Commission on April 23, 2019)</a></u>
<u>5.1*</u>	<u><a href="#">Opinion of Maples and Calder (Hong Kong) LLP, counsel to the Registrant, regarding the legality of the Ordinary Shares</a></u>
<u>10.1</u>	<u><a href="#">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))</a></u>
<u>23.1*</u>	<u><a href="#">Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an Independent Registered Public Accounting Firm</a></u>
<u>23.2*</u>	<u><a href="#">Consent of Maples and Calder (Hong Kong) LLP (included in opinion filed as Exhibit 5.1)</a></u>
<u>24.1*</u>	<u><a href="#">Powers of attorney (included on signature pages)</a></u>

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\* Filed herewith.

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## 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 28, 2020.

### **Baozun Inc.**

By: /s/ Vincent Wenbin Qiu

Name: Vincent Wenbin Qiu

Title: Director and Chief Executive Officer

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## 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 Robin Bin Lu 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 28, 2020
<u>/s/ Robin Bin Lu</u> Name: Robin Bin Lu	Chief Financial Officer (principal financial and accounting officer)	April 28, 2020
<u>/s/ Junhua Wu</u> Name: Junhua Wu	Director	April 28, 2020
<u>/s/ Satoshi Okada</u> Name: Satoshi Okada	Director	April 28, 2020
<u>/s/ Gang Yu</u> Name: Gang Yu	Director	April 28, 2020
<u>/s/ Jessica Xiuyun Liu</u> Name: Jessica Xiuyun Liu	Director	April 28, 2020
<u>/s/ Yiu Pong Chan</u> Name: Yiu Pong Chan	Director	April 28, 2020
<u>/s/ Bin Yu</u> Name: Bin Yu	Director	April 28, 2020
<u>/s/ Steve Hsien-Chieng Hsia</u> Name: Steve Hsien-Chieng Hsia	Director	April 28, 2020
<u>/s/ Changqing Ye</u> Name: Changqing Ye	Director	April 28, 2020
Cogency Global Inc.	Authorized U.S. Representative	April 28, 2020
<u>/s/ Colleen A. De Vries</u> Name: Colleen A. De Vries Title: Senior Vice President		

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Ref: VSL/689164-000001/16524102v1

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

28 April 2020

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 28 April 2020, relating to the registration under the Securities Act of 1933, as amended, (the "**Act**") of an aggregate amount of 491,977 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**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the corporate authorisations of the Company in connection with the Plan and the issue of the Shares by the Company.

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

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued and paid for in accordance with the terms of 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 are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of the 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).

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These opinions are subject to the qualification that under the Companies Law (2020 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 (2020 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. 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).

These 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. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) 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, and (c) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares.

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 Securities 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

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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 28, 2020, relating to the financial statements of Baozun Inc. and the effectiveness of Baozun Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 20-F of Baozun Inc. for the year ended December 31, 2019.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China

April 28, 2020

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