SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __)*

(* Inchance 1701)
LightInTheBox Holding Co., Ltd.
(Name of Issuer)
Ordinary Shares, par value US\$0.000067 per share
(Title of Class of Securities)
53225G102
(CUSIP Number)
December 31, 2013
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b) □ Rule 13d-1(c)
☐ Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
Page 1 of 18 Pages Exhibit Index Contained on Page 15

CUSIP NO. 53225	G102		13 G	Page 2 of 18		
			1	3		
1	NAN	IE OF REPORTING PERSONS	-			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).					
		Ventures III, L.P. ("GSR III")				
2	CHE	CK THE APPROPRIATE BOX IF A MEMBER OF	A GROUP (See Instru	ctions)		
					(a)	
					(b)	X
3		USE ONLY				
4	_	ZENSHIP OR PLACE OF ORGANIZATION				
	J	nan Islands				
NUMBER OF	5	SOLE VOTING POWER.				
SHARES		17,258,563 shares ¹ all of which are directly owned	by GSR III, except tha	GSR Partners III, L.P. ("Partners III	l"), the ger	neral
BENEFICIALLY		partner of GSR III, and GSR Partners III, Ltd (GSI				
OWNED BY EACH		voting power, and Richard Lim, Sonny Wu, James			III Ltd (th	e
REPORTING		"Members"), may be deemed to have shared voting	g power with respect to	such shares.		
PERSON	6	SHARED VOTING POWER				
WITH		See response to row 5.				
VV1111	7	SOLE DISPOSITIVE POWER				
		17,258,563shares ² , all of which are directly owned	l by GSR III, except tha	t Partners III and GSR III Ltd may be	e deemed t	to have
		sole dispositive power, and the Members may be d	eemed to have shared d	spositive power with respect to such	shares.	
	8	SHARED DISPOSITIVE POWER				
		See response to row 7.				
9	AGC	REGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING			
					17,258,56	<u>i3</u>
10	CHE	CK BOX IF THE AGGREGATE AMOUNT IN RC	W (9) EXCLUDES CE	RTAIN SHARES (See Instructions)		
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)			
					17.0% ²	
12	TYP	E OF REPORTING PERSON (See Instructions)				
	ı				DNI	

¹ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

² As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 3 of 18		
1		E OF REPORTING PERSONS				
	I.R.S.	IDENTIFICATION NO. OF ABOVE PERSON (E	ntities Only).			
	CSDI	Partners III, L.P. (" <u>Partners III</u> ")				
2		K THE APPROPRIATE BOX IF A MEMBER OF	' A GROUP (See Instruc	rtions)		
_	CILLO	IN THE THE INCOME TO BE STONE OF	Troncor (occ monde		(a)	
					(b)	\boxtimes
3	SEC U	JSE ONLY				
4	_	ENSHIP OR PLACE OF ORGANIZATION				
	-	an Islands				
NUMBER OF	5	SOLE VOTING POWER				
SHARES		17,258,563 ³ shares, all of which are directly own			ave sole vo	ting
BENEFICIALLY OWNED BY		power, and the Members may be deemed to have	shared voting power wi	th respect to such shares.		
EACH	6	SHARED VOTING POWER				
REPORTING	7	See response to row 5. SOLE DISPOSITIVE POWER.				
PERSON	/		ll CCD III	. D . III 1 1 1 1	1 1	
WITH		17,258,563 ⁴ shares, all of which are directly own power, and the Members may be deemed to have			ve sole dis	positive
	8	SHARED DISPOSITIVE POWER	shared dispositive powe	1 with respect to such shares.		
	U	See response to row 7.				
9	AGGI	REGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING	PERSON		
					17,258,56	3
10	CHEC	K BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CEI	RTAIN SHARES (See Instructions)		
11	PERC	ENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)			
					17.0% ⁴	
12	TYPE	OF REPORTING PERSON (See Instructions)				

PN

³ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

⁴ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 4 of 18
1		ME OF REPORTING PERSONS S. IDENTIFICATION NO. OF ABOVE PERSON (E	ntities Only).	
		R Partners III, Ltd. ("GSR III Ltd")		
2	CHE	ECK THE APPROPRIATE BOX IF A MEMBER OF	A GROUP (See Instru	ctions) (a) □ (b) ⊠
3	SEC	USE ONLY		
4		IZENSHIP OR PLACE OF ORGANIZATION man Islands		
NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER. 17,258,563 ⁵ shares, all of which are directly owner power, and the Members may be deemed to have s		
OWNED BY EACH	6	SHARED VOTING POWER See response to row 5.		
REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER 17,258,563 ⁶ shares, all of which are directly owned by GSR III, except that GSR III Ltd may be deemed to have sole dispositive power, and the Members may be deemed to have shared dispositive power with respect to such shares.			
	8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING	PERSON 17,258,563
10	CHI	ECK BOX IF THE AGGREGATE AMOUNT IN RC	W (9) EXCLUDES CE	RTAIN SHARES (See Instructions) £
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)	17 0% ⁶

00

TYPE OF REPORTING PERSON (See Instructions)

⁵ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

⁶ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 5 of 18		
1	NAN	ME OF REPORTING PERSONS				
	I.R.S	S. IDENTIFICATION NO. OF ABOVE PERSON (Entiti	es Only).			
	Bane	ean Holdings Ltd. ("Banean")				
2	CHE	CK THE APPROPRIATE BOX IF A MEMBER OF A	GROUP (See Instruc	tions)		
					(a)	
					(b)	\boxtimes
3	SEC	USE ONLY				
4	CIT	ZENSHIP OR PLACE OF ORGANIZATION				
	Cayı	nan Islands				
NUMBER OF	5	SOLE VOTING POWER.				
SHARES		57,106 shares, all of which are directly owned by Bane	an, and the Member	s may be deemed to have shared votin	ng power	with
BENEFICIALLY		respect to such shares.		,	01	
OWNED BY	6	SHARED VOTING POWER				
EACH		See response to row 5.				
REPORTING	7	SOLE DISPOSITIVE POWER				
PERSON		57,106 shares, all of which are directly owned by Bane	an, and the Member	s may be deemed to have shared disp	ositive po	wer
WITH		with respect to such shares.		,	•	
İ	8	SHARED DISPOSITIVE POWER				
		See response to row 7.				
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED BY E	ACH REPORTING	PERSON		
					57,106	
10	CHE	CK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CEF	TAIN SHARES (See Instructions)		
		·	,	,		
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT IN	ROW (9)			
			``		$0.0\%^{7}$	
	TYP	E OF REPORTING PERSON (See Instructions)				

⁷ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 6 of 18		
1		ME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).					
	Dieb	ard Lim				
2		ECK THE APPROPRIATE BOX IF A MEMBER OF	A CDOLID (See Instruc	ntions)		
2	CHE	CK THE APPROPRIATE BOX IF A MEMBER OF	A GROOP (See HISHUC	(a)		
				(a) □ (b) ⊠		
3	SEC	USE ONLY		(0)		
4		IZENSHIP OR PLACE OF ORGANIZATION				
·	US					
NUMBER OF	5	SOLE VOTING POWER.				
SHARES		0 shares.				
BENEFICIALLY	6	SHARED VOTING POWER				
OWNED BY		17,315,669 shares, (i) 17,258,563 ⁸ of which are di	rectly owned by GSR II	f, except that Partners III and GSR III Ltd may be		
EACH		deemed to have sole voting power, and the Membe				
REPORTING		and (ii) 57,106 of which are directly owned by Bar	nean, and the Members n	nay be deemed to have shared voting power with		
PERSON		respect to such shares.				
WITH	7	SOLE DISPOSITIVE POWER.				
		0 shares.				
	8	SHARED DISPOSITIVE POWER.				
		17,315,669 shares, (i) 17,258,5639 of which are dis	ectly owned by GSR III	, except that Partners III and GSR III Ltd may be		
		deemed to have sole dispositive power, and the Me				
		shares, and (ii) 57,106 of which are directly owned	by Banean, and the Me	nbers may be deemed to have shared dispositive		
		power with respect to such shares.				
9	AGC	GREGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING			
10	CITE	OV DOV IS THE A CODE CATE ANOTHER IN DO	1.1.(0) E1/CLUBEC CEI	17,315,669		
10	CHE	CCK BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CEI	RIAIN SHARES (See Instructions)		
11	DED	CENT OF CLASS REPRESENTED BY AMOUNT	IN DOW (0)			
11	PEK	CENT OF CLASS REPRESENTED BY AMOUNT	111 KOW (9)	17.0% ⁹		
12	TEXTE	DE OF DEDODEING DEDOON (C I		17.0% 5		
12	IYP	E OF REPORTING PERSON (See Instructions)				

⁸ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

 $^{^9}$ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 7 of 18	
1		ME OF REPORTING PERSONS			
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).				
		ny Wu			
2	CHE	CK THE APPROPRIATE BOX IF A MEMBER OF	' A GROUP (See Instruc	_	
				(a) 🗆	
				(b) ⊠	
3		USE ONLY			
4	_	ZENSHIP OR PLACE OF ORGANIZATION			
	US				
NUMBER OF	5	SOLE VOTING POWER.			
SHARES		0 shares.			
BENEFICIALLY	6	SHARED VOTING POWER			
OWNED BY		17,315,669 shares, (i) 17,258,563 ¹⁰ of which are c			
EACH				ve shared voting power with respect to such shares,	
REPORTING		and (ii) 57,106 of which are directly owned by Ban	ean, and the Members n	nay be deemed to have shared voting power with	
PERSON WITH		respect to such shares.			
WIIH	7	SOLE DISPOSITIVE POWER.			
		0 shares.			
	8	SHARED DISPOSITIVE POWER.			
		17,315,669 shares, (i) 17,258,563 ¹¹ of which are di	irectly owned by GSR II	I, except that Partners III and GSR III Ltd may be	
		deemed to have sole dispositive power, and the Me			
		shares, and (ii) 57,106 of which are directly owned	by Banean, and the Mer	nbers may be deemed to have shared dispositive	
		power with respect to such shares.			
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING	PERSON	
				17,315,669	
10	CHE	CK BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CER	TAIN SHARES (See Instructions)	
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)		
				17.0% ¹¹	

TYPE OF REPORTING PERSON (See Instructions)

 $^{^{10}}$ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

 $^{^{11}}$ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 8 of 18	
1	NAME OF REPORTING PERSONS				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).				
	Iam	es Ding			
2		ECK THE APPROPRIATE BOX IF A MEMBER OF	A CDOLID (See Instruc	etions)	
2	CIII	CK THE AFFROFRIATE BOX IF A MEMBER OF	A GROOF (See Hishac	(a)	
				(a) □ (b) ⊠	
3	SEC	USE ONLY		(8)	
4		IZENSHIP OR PLACE OF ORGANIZATION			
-	US				
NUMBER OF	5	SOLE VOTING POWER.			
SHARES		0 shares.			
BENEFICIALLY	6	SHARED VOTING POWER			
OWNED BY		17,315,669 shares, (i) 17,258,563 ¹² of which are d	lirectly owned by GSR I	II, except that Partners III and GSR III Ltd may be	
EACH		deemed to have sole voting power, and the Membe			
REPORTING		and (ii) 57,106 of which are directly owned by Ban	ean, and the Members n	nay be deemed to have shared voting power with	
PERSON		respect to such shares.			
WITH	7	SOLE DISPOSITIVE POWER.			
		0 shares.			
	8	SHARED DISPOSITIVE POWER.			
		17,315,669 shares, (i) 17,258,563 ¹³ of which are d			
		deemed to have sole dispositive power, and the Me			
		shares, and (ii) 57,106 of which are directly owned	by Banean, and the Me	mbers may be deemed to have shared dispositive	
		power with respect to such shares.			
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING		
10	CIT	TOWN DOWNERS ASSOCIATE AND INTERVENIENCE	(0) EVGLUBES SE	17,315,669	
10	CHE	CCK BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CEI	· · · · · · · · · · · · · · · · · · ·	
11	DED	CENT OF CLASS REPRESENTED BY AMOUNT	IN DOM (0)		
11	PEK	CENT OF CLASS REPRESENTED BY AMOUNT	III KOW (9)	17.0% ¹³	
12	CDX ZT	OF DEPOPERING REDGON (C. J		17.0% 13	
12	TYP	E OF REPORTING PERSON (See Instructions)			

 $^{^{12}}$ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

 $^{^{13}}$ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 9 of 18
1	I.R.S	ME OF REPORTING PERSONS 5. IDENTIFICATION NO. OF ABOVE PERSON (E	ntities Only).	
2		CCK THE APPROPRIATE BOX IF A MEMBER OF	A GROUP (See Instruc	(a) □
3	SEC	USE ONLY		(b) 🗵
4	CIT: US	ZENSHIP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES	5	SOLE VOTING POWER. 0 shares.		
BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER 17,315,669 shares, (i) 17,258,563 ¹⁴ of which are of deemed to have sole voting power, and the Member and (ii) 57,106 of which are directly owned by Barrespect to such shares.	rs may be deemed to ha	ve shared voting power with respect to such shares,
WITH	7	SOLE DISPOSITIVE POWER. 0 shares.		
	8	SHARED DISPOSITIVE POWER. 17,315,669 shares, (i) 17,258,563 ¹⁵ of which are d deemed to have sole dispositive power, and the Me shares, and (ii) 57,106 of which are directly owned power with respect to such shares.	mbers may be deemed t by Banean, and the Me	o have shared voting power with respect to such mbers may be deemed to have shared dispositive
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED B	Y EACH REPORTING	PERSON 17,315,669
10	CHE	CCK BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CEI	RTAIN SHARES (See Instructions)
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)	17.0% ¹⁵

TYPE OF REPORTING PERSON (See Instructions)

¹⁴ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

 $^{^{15}}$ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225	G102		13 G	Page 10 of 18		
	27.4.2	W. OF PEDODENIC PEDOONS				
1	NAME OF REPORTING PERSONS					
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).					
	Rvai	nn Yap				
2		ECK THE APPROPRIATE BOX IF A MEMBER OF	A GROUP (See Instruc	tions)		
_	CITI		11 GROOT (See morac	(a) \Box		
				(b) ⊠		
3	SEC	USE ONLY				
4	CIT	ZENSHIP OR PLACE OF ORGANIZATION				
	US					
NUMBER OF	5	SOLE VOTING POWER.				
SHARES		0 shares.				
BENEFICIALLY	6	SHARED VOTING POWER				
OWNED BY		17,315,669 shares, (i) 17,258,563 ¹⁶ of which are c				
EACH		deemed to have sole voting power, and the Membe				
REPORTING PERSON		and (ii) 57,106 of which are directly owned by Bar	ean, and the Members n	hay be deemed to have shared voting power with		
WITH		respect to such shares.				
VV1111	7	SOLE DISPOSITIVE POWER.				
	0	0 shares. SHARED DISPOSITIVE POWER.				
	8					
		17,315,669 shares, (i) 17,258,563 ¹⁷ of which are d	irectly owned by GSR II	I, except that Partners III and GSR III Ltd may be		
		deemed to have sole dispositive power, and the Me shares, and (ii) 57,106 of which are directly owned				
		power with respect to such shares.	by balleall, allu tile Mei	libers may be deemed to have shared dispositive		
9	AGO	GREGATE AMOUNT BENEFICIALLY OWNED B	V FACH REPORTING	PERSON		
3	1100	JALOMIE MAOONI DENEHIGMEET OWNED D	1 LICH KEI OKIING	17,315,669		
10	СНЕ	CCK BOX IF THE AGGREGATE AMOUNT IN RO	W (9) EXCLUDES CEI			
			(0) ===================================			
11	PER	CENT OF CLASS REPRESENTED BY AMOUNT	IN ROW (9)			
			`,	17.0% ¹⁷		
12	TYF	E OF REPORTING PERSON (See Instructions)				

 $^{^{16}}$ Consists of (i) 17,048,063 ordinary shares, and (ii) 210,500 ordinary shares purchased in connection with the Issuer's initial public offering, represented by 105,250 American Depositary Shares.

 $^{^{17}}$ As communicated by the Issuer, the total number of ordinary shares outstanding was 101,780,794 as of December 31, 2013.

CUSIP NO. 53225G102 13 G Page 11 of 18

ITEM 1(A). NAME OF ISSUER

LightInTheBox Holding Co., Ltd.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Building 2,Area D,Floor1-2,Diantong Times Square No .7 Jiuxianqiao North Ro ad Chaoyang District, Beijing 100020 People's Republic of China

ITEM 2(A). NAME OF PERSONS FILING

This Schedule 13G is being filed by (i) GSR Ventures III, L.P., a Cayman Islands limited partnership ("GSR III"); (ii) GSR Partners III, L.P., a Cayman Islands limited partnership ("Partners III, Ltd., a Cayman Islands exempted company ("GSR III Ltd"); (iv) Banean Holdings Ltd, a Cayman Islands exempted company ("Banean"); (v) Richard Lim ("Lim"), a citizen of the United States; (vi) Sonny Wu ("Wu"), a citizen of Canada; (vii) James Ding ("Ding"), a citizen of Hong Kong; (viii) Alexander Pan ("Pan"), a citizen of Hong Kong; and (ix) Ryann Yap ("Yap"), a citizen of Singapore. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

Partners III is the general partner of GSR III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. GSR III Ltd is the general partner of Partners III and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Partners III. Lim, Wu, Ding, Pan and Yap are the members of GSR III Ltd and Banean (the "Members"), and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Partners III and Banean.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The principal business office of the Reporting Persons (other than Banean) is:

c/o Golden Sand River (Hong Kong) Limited Suite 4801, 48/F Central Plaza 18 Harbour Road, Wanchai, Hong Kong.

The principal business office of Banean is:

c/o Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive, PO Box 2681 Grand Cayman KY1-1111, Cayman Islands.

ITEM 2(C) <u>CITIZENSHIP</u>

GSR III and Partners III are Cayman Islands exempted limited partnerships. GSR III Ltd and Banean are Cayman Islands exempted company. Lim is a United States citizens. Wu is a citizen of Canada. Ding and Pan are citizens of Hong Kong. Yap is a citizen of Singapore.

ITEM 2(D) TITLE OF CLASS OF SECURITIES

Ordinary Shares, par value US\$0.000067 per share

ITEM 2(E) <u>CUSIP NUMBER</u>

53225G102

USIP NO. 53225G102	13 G	Page 12 of 18

ITEM 3. <u>Not Applicable</u>

ITEM 4. <u>OWNERSHIP</u>

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2013.

(a) <u>Amount beneficially owned:</u>

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has:</u>
 - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of GSR III and Partners III, and the memorandum and articles of association of GSR III Ltd and Banean, the general partner and limited partners or directors, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

	CUSIP NO. 53225G102	13 G	Page 14 of 18
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SIGNATURES

After reasonable 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.

Date: February 13, 2014

Entities: GSR Ventures III, L.P.

GSR Partners III, L.P. GSR Partners III, Ltd.

By: /s/ Ryann Yap

Ryann Yap, Attorney-in-fact for the above-listed entities

Banean Holdings Ltd

By: /s/ Waiping Leong Authorized Signatory

Individuals: Sonny Wu

Richard Lim James Ding Alexander Pan Ryann Yap

By: /s/ Ryann Yap

Ryann Yap, Attorney-in-fact for the above-listed individuals

CUSIP NO. 53225G102 13 G Page 15 of 18

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	16
Exhibit B: Power of Attorney	17

USIP NO. 53225G102	13 G	Page 16 of 18
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of LightInTheBox Holding Co., Ltd. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2014

Entities: GSR Ventures III, L.P.

GSR Partners III, L.P. GSR Partners III, Ltd.

By: /s/ Ryann Yap

Ryann Yap, Attorney-in-fact for the above-listed entities

Banean Holdings Ltd

By: /s/ Waiping Leong Authorized Signatory

Individuals: Sonny Wu

Richard Lim James Ding Alexander Pan Ryann Yap

By: /s/ Ryann Yap

Ryann Yap, Attorney-in-fact for the above-listed individuals

CUSIP NO. 53225G102	13 G	Page 17 of 18
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EXHIBIT B

POWER OF ATTORNEY

Each of the undersigned entities and individuals (collectively, the "*Reporting Persons*") hereby authorizes and designates GSR Partners III, Ltd. or such other person or entity as is designated in writing by Richard Lim (the "*Designated Filer*") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "*Act*") and the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "*Exchange Act*") (collectively, the "*Reports*") with respect to each Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "*Companies*").

Each Reporting Person hereby further authorizes and designates Ryann Yap (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

January 31, 2014

GSR Partners III, Ltd.,

a Cayman Islands exempted limited company

By: /s/ Richard Lim

Richard Lim, Director

January 31, 2014

GSR Partners III, L.P.,

a Cayman Islands exempted limited partnership

By: GSR Partners III, Ltd.,

a Cayman Islands exempted limited company

Its General Partner

By: /s/ Richard Lim

Richard Lim, Director

CUSIP NO. 53225G102	13 G	Page 18 of 18
January 31, 2014	GSR Ventures III, L.P., a Cayman Islands exempted limited partnership	
	By: GSR Partners III, L.P., a Cayman Islands exempted limited partnership Its General Partner	
	By: GSR Partners III, Ltd., a Cayman Islands exempted limited cor Its General Partner	npany
	By: /s/ Richard Lim Richard Lim, Director	
January 31, 2014	/s/ Sonny Wu Sonny Wu	
January 31, 2014	/s/ Richard Lim Richard Lim	
January 31, 2014	/s/ James Ding James Ding	
January 31, 2014	/s/ Alexander Pan Alexander Pan	
January 31, 2014	/s/ Ryann Yap Ryann Yap	