

58.com Inc.
Form SC 13G/A
February 09, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

58.com Inc.

(Name of Issuer)

Ordinary shares

(Title of Class of Securities)

G34136 104

(CUSIP Number)

December 31, 2016

(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)

þRule 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 the disclosures provided in a prior cover page.

The information required in 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).

NAMES OF REPORTING PERSONS

1

Jinbo Yao

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

People's Republic of China

SOLE VOTING POWER

5

2,272,960 ordinary shares. See Item 4.

SHARED VOTING POWER

NUMBER OF
SHARES

6

BENEFICIALLY
OWNED BY
EACH

29,418,640 ordinary shares. See Item 4.

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH:

7

0

SHARED DISPOSITIVE POWER

8

29,418,640 ordinary shares. See Item 4.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

31,691,600 ordinary shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.9%.¹ The voting power of the shares beneficially owned represent 42.5% of the total outstanding voting power.
TYPE OF REPORTING PERSON

12

IN

¹ Based on 289,670,997 outstanding ordinary shares as a single class, being the sum of 240,930,737 Class A ordinary shares (not including 883,326 Class A ordinary shares issued to the depositary bank of the Issuer and reserved for future exercise or vesting of equity incentive awards) and 48,740,260 Class B ordinary shares outstanding as of December 31, 2016 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 42.5% of the total outstanding voting power.

NAMES OF REPORTING PERSONS

1

Nihao China Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

British Virgin Islands

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
SHARES

6

BENEFICIALLY
OWNED BY
EACH

29,418,640 ordinary shares. See Item 4.

SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH:

7

SHARED DISPOSITIVE POWER

8

29,418,640 ordinary shares. See Item 4.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

29,418,640 ordinary shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

10.2%.² The voting power of the shares beneficially owned represent 39.4% of the total outstanding voting power.
TYPE OF REPORTING PERSON

12

CO

² Based on 289,670,997 outstanding ordinary shares as a single class, being the sum of 240,930,737 Class A ordinary shares (not including 883,326 Class A ordinary shares issued to the depositary bank of the Issuer and reserved for future exercise or vesting of equity incentive awards) and 48,740,260 Class B ordinary shares outstanding as of December 31, 2016 and assumes conversion of all Class B ordinary shares into Class A ordinary shares. The voting power of the shares beneficially owned represent 39.4% of the total outstanding voting power.

ITEM 1(a). NAME OF ISSUER:

58.com Inc. (the "Issuer")

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

Building 105, 10 Jiuxianqiao North Rd

Jia, Chaoyang District

Beijing 100015, People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Jinbo Yao

Nihao China Corporation

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Jinbo Yao

c/o Building 105, 10 Jiuxianqiao North Rd

Jia, Chaoyang District

Beijing 100015, People's Republic of China

Nihao China Corporation

Trinity Chambers, P.O. Box 4301

Road Town, Tortola

British Virgin Islands

ITEM 2(c). CITIZENSHIP:

Jinbo Yao – People’s Republic of China

Nihao China Corporation – British Virgin Islands

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary shares of par value of \$0.00001 per share

The Issuer’s ordinary shares consist of Class A ordinary shares and Class B ordinary shares. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to conversion rights and voting rights. Each Class B ordinary share is convertible at the option of the holder at any time into one Class A ordinary share. Each Class B ordinary share is entitled to ten votes per share, whereas each Class A ordinary share is entitled to one vote per share.

ITEM 2(e). CUSIP NO.:

G34136 104

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of par value of \$0.00001 per share of 58.com Inc. (the “**Issuer**”) by each of the reporting persons is provided as of December 31, 2016:

Reporting Person	Amount beneficially owned:	Percent of class:		Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Jinbo Yao	31,691,600	10.9	%	2,272,960	29,418,640	0	29,418,640
Nihao China Corporation	29,418,640	10.2	%	0	29,418,640	0	29,418,640

The above table includes collectively those Class A ordinary shares and Class B ordinary shares held by each reporting person, and assumes conversion of all Class B ordinary shares into the same number of Class A ordinary shares.

The 31,691,600 ordinary shares of the Issuer beneficially owned by Mr. Jinbo Yao comprise the following: (i) 831,436 Class A ordinary shares in the form of American depositary shares (“ADSs”) held of record by Nihao China Corporation, (ii) 28,587,204 Class B ordinary shares held of record by Nihao China Corporation and (iii) an aggregate of 2,272,960 Class B ordinary shares beneficially owned by certain of the Issuer’s executive officers and employees who acquired the ownership of these shares pursuant to the Issuer’s employee stock option plan and who authorize Mr. Yao to vote these shares on their behalf under power of attorney.

Nihao China Corporation, a British Virgin Islands company, is holder of record of 831,436 Class A ordinary shares in the form of ADSs and 28,587,204 Class B ordinary shares of the Issuer. Mr. Jinbo Yao is the sole director of Nihao China Corporation. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Jinbo Yao may be deemed to beneficially own all of the ordinary shares of the Issuer held by Nihao China Corporation.

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

Not applicable

5

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

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. CERTIFICATIONS

Not applicable

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.

Dated: February 9, 2017

Jinbo Yao /s/ Jinbo Yao
Jinbo Yao

Nihao China Corporation By: /s/ Jinbo Yao
Name: Jinbo Yao
Title: Director

LIST OF EXHIBITS

Exhibit No. Description

99.1 Joint Filing Agreement

8