

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 6-K

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

For the month of June 2015

Commission File Number: 001-35942

LightInTheBox Holding Co., Ltd.

Tower 2, Area D, Diantong Square
No. 7 Jiuxianqiao North Road
Chaoyang District, Beijing 100015
People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

PRESS RELEASE

On June 10, 2015, LightInTheBox Holding Co., Ltd. ("LightInTheBox" or the "Company") issued a joint press release with Zhejiang Aokang Shoes Co., Ltd. ("Aokang") as to the strategic acquisition by Aokang of equity interests in the Company from certain shareholders (the "Transaction") pursuant to a share purchase agreement (the "Share Purchase Agreement") entered into between Aokang and such shareholders. Under the terms of the Share Purchase Agreement, Aokang has agreed to acquire a total of approximately 25.66% equity interest in the Company from certain shareholders, at \$6.30 per American Depositary Share ("ADS"), each representing two ordinary shares of the Company (the "Ordinary Shares"). The following table sets forth information with respect to the beneficial ownership of the Company's ordinary shares and ADSs by the selling shareholders prior to and after the Transaction pursuant to the Share Purchase Agreement:

Shareholders' Name ⁽¹⁾	Beneficially Owned Prior to the Transaction	
	Ordinary Shares	ADSs
Ceyuan Ventures II, L.P.	21,123,735	557,471
GSR Ventures III, L.P.	17,048,063	105,250
Wincore Holdings Limited	9,811,231	10,000
Vitz Holdings Limited	3,542,541	1,191,751
Clinet Investments Limited	2,542,541	969,375
Ceyuan Ventures Advisors Fund II, LLC	813,886	21,479

Shareholders' Name ⁽¹⁾	Beneficially Owned After the Transaction	
	Ordinary Shares	ADSs
Ceyuan Ventures II, L.P.	11,683,530	557,471
GSR Ventures III, L.P.	9,721,891	105,250
Wincore Holdings Limited	6,681,251	10,000
Vitz Holdings Limited	3,542,541	—
Clinet Investments Limited	2,542,541	14,262
Ceyuan Ventures Advisors Fund II, LLC	450,161	21,479

Notes:

(1) For beneficial ownership information of the shareholders, please refer to Company’s annual report on Form 20-F filed with the Securities and Exchange Commission on April 17, 2015 (the “2014 Form 20-F”) under the heading “Item 7. Major Shareholders and Related Party Transactions — A. Major Shareholders.”

As disclosed in the Company’s 2014 Form 20-F, we have one class of ordinary shares, and each holder of our ordinary shares is entitled to one vote per share. However, in matters related to change of control, pursuant to our amended and restated memorandum and articles of association, Wincore Holdings Limited, Clinet Investments Limited and Vitz Holdings Limited will be entitled to three votes per share, and each other holder is entitled to one vote per share. Such change of control events include: (a) a merger, amalgamation, consolidation or similar transaction involving the Company, (b) the filing of a petition for a scheme of arrangement involving the Company, or the giving of consent to such a filing or the co-operation by the Company in the making of such filing, and (c) a sale, transfer or other disposition of all or substantially all of the assets of the Company. Upon consummation of the Transaction, the entitlement of voting right for each of Wincore Holdings Limited, Clinet Investments Limited and Vitz Holdings Limited will be adjusted accordingly based on the number of shares each of them hold in the Company.

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The Transaction is subject to customary closing conditions, which include the resignation and appointment of certain directors of the Company to be facilitated by the selling shareholders.

This report on Form 6-K 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” and similar statements. Among other things, statements that are not historical facts, including statements about expected completion of the Transaction contemplated by the Share Purchase Agreement, 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 the satisfaction of the relevant conditions as to closing of the Transaction. For further information regarding other related risks, see LightInTheBox’s other filings with the SEC. All forward-looking statements included herein are made only as of the date hereof, and LightInTheBox does not undertake any obligation to update any forward-looking statements, except as required under applicable law.

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SIGNATURE

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.

LIGHTINTHEBOX HOLDING CO., LTD.

By: /s/ Quji (Alan) Guo
Name: Quji (Alan) Guo
Title: Chief Executive Officer

Date: June 10, 2015

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EXHIBIT INDEX

Exhibit 99.1 — Press release

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Aokang Acquires Strategic Stake in LightInTheBox

Companies to Jointly-develop a Global “Internet-Plus” Strategy

Beijing, China, June 10, 2015 - LightInTheBox Holding Co., Ltd. (NYSE: LITB) (“LightInTheBox” or the “Company”), a global online retail company that delivers products directly to consumers around the world, today announced that Zhejiang Aokang Shoes Co., Ltd. (SSE: 603001) (“Aokang”) has acquired a strategic equity interest in the Company. Both companies will leverage the strategic investment from Aokang to jointly-develop a global ‘Internet-Plus’ strategy.

Under the terms of the share purchase agreement entered into between Aokang and certain shareholders of LightInTheBox, Aokang has agreed to acquire a total of approximately 25.66% equity interest in LightInTheBox from such shareholders at \$6.30 per American Depositary Share, each representing two ordinary shares of the Company. The transaction is subject to customary closing conditions.

China’s national ‘Internet-Plus’ strategy was unveiled by Premier Li Keqiang in March 2015 and is aimed at transforming traditional manufacturing in China into an innovative world leading high-tech industry by integrating Internet technologies such as mobile Internet, big data analytics, cloud computing and the Internet of Things.

Mr. Zhentao Wang, Chairman of Aokang, commented, “We are pleased to team up with LightInTheBox to jointly-develop a global “Internet-Plus” strategy for traditional businesses by leveraging their deep understanding of global ecommerce and superior technological expertise. We will work to transform traditional manufacturing, starting with the shoes and leather product industry, by leveraging mobile Internet technology to vertically integrate online and offline resources. By leveraging LightInTheBox’s cross-border ecommerce platform, we will introduce high-quality Chinese brands such as Aokang to global consumers. Our years of experience in cooperating with global brands will also enable us to jointly explore opportunities for introducing more international brands to Chinese consumers with greater cost-efficiency and improved customer experience through cross border ecommerce. We believe this partnership will create new business prospects for both parties, and help Chinese manufacturing industry at large to become a high-tech leader through Internet-driven innovation.”

Mr. Alan Guo, Chairman and CEO of LightInTheBox, commented, “We are excited to welcome Aokang as a strategic business partner and major shareholder in our Company. We believe that vertical supply chain integration will be the next major growth opportunity for cross-border ecommerce. Aokang has a deep understanding and strong strategic resources in global supply chain, as well as in Chinese consumer market, and we have a deeply rooted Internet mindset and great expertise in big data analytics and online marketing. Together we can drive industry revolution through Internet and mobile Internet technology, achieving more optimized resource allocation and improved supply chain efficiency. We will also work together to bring a growing number of high quality international products directly to Chinese customers through cross-border ecommerce. We will start our collaboration in the shoes category, and we believe our alliance will set a great role model for the ‘Internet-Plus’ strategy. We look forward to applying it to more categories in the future.”

About Zhejiang Aokang Shoes Co., Ltd.

Aokang started business through a predecessor company in 1988 and is now one of the leading shoes and leather products companies in China, specializing in R&D, manufacturing, distribution and retail sales of shoes and leather products. Aokang owns several well-known brands, including Aokang, Kanglong, Redess, MeiRie’s, as well as the trademark of VALLEVERDE in Greater China. It operates approximately 5,000 sales outlets nationwide. Aokang is listed on the Shanghai Stock Exchange.

About LightInTheBox Holding Co., Ltd.

LightInTheBox is a global online retail company that delivers products directly to consumers around the world. The Company offers customers a convenient way to shop for a wide selection of products at attractive prices through its www.lightinthebox.com, www.miniinthebox.com and other websites and mobile applications, which are available in 27 major languages and cover more than 80% of global Internet users.

For more information, please visit www.lightinthebox.com.

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Forward-Looking Statements

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,” “future,” “intends,” “plans,” “believes,” “estimates,” “potential,” “continue,” “ongoing,” “targets” and similar statements. Among other things, statements that are not historical facts, including statements about LightInTheBox’s beliefs and expectations, the business outlook and quotations from management in this announcement, as well as LightInTheBox’s strategic and operational plans, are or contain forward-looking statements. LightInTheBox may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. 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: LightInTheBox’s goals and strategies; LightInTheBox’s future business development, results of operations and financial condition; the expected growth of the global online retail market; LightInTheBox’s ability to attract customers and further enhance customer experience and product offerings; LightInTheBox’s ability to strengthen its supply chain efficiency and optimize its logistics network; LightInTheBox’s expectations regarding demand for and market acceptance of its products; competition; fluctuations in general economic and business conditions and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks is included in LightInTheBox’s filings with the SEC. All information provided in this press release and in the attachments is as of the date of this press release, and LightInTheBox does not undertake any obligation to update any forward-looking statement, except as required under applicable law.
