
**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 May 2022

Commission File Number: 001-36450

JD.com, Inc.

**20th Floor, Building A, No. 18 Kechuang 11 Street
Yizhuang Economic and Technological Development Zone
Daxing District, Beijing 101111
The 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 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): _____

Exhibit Index

- 99.1 [Press Release](#)
- 99.2 [Announcement—Record Date for Annual General Meeting of Shareholders](#)

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.

JD.COM, INC.

By : /s/ Sandy Ran Xu
Name : Sandy Ran Xu
Title : Chief Financial Officer

Date: May 4, 2022

JD.com Announces Special Cash Dividend

Beijing, May 4, 2022 — JD.com, Inc. (the “Company” or “JD.com”) (Nasdaq: JD; HKEX: 9618), a leading supply chain-based technology and service provider, today announced that the Company’s board of directors (the “Board”) approved a special cash dividend of US\$0.63 per ordinary share, or US\$1.26 per ADS, to holders of ordinary shares and holders of ADSs, respectively, as of the close of business on May 20, 2022, Beijing/Hong Kong Time and New York Time, respectively, payable in U.S. dollars. The aggregate amount of the special dividend will be approximately US\$2.0 billion. For holders of ordinary shares, in order to qualify for the dividend, all valid documents for the transfer of shares accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on May 20, 2022 (Beijing/Hong Kong Time). Dividend to be paid to the Company’s ADS holders through the depositary bank will be subject to the terms of the deposit agreement. The payment date is expected to be on or around June 8, 2022 and June 14, 2022 for holders of ordinary shares and holders of ADSs, respectively.

“We are pleased to announce this return of capital to shareholders,” said Richard Qiangdong Liu, chairman of the Board of JD.com. “Our Board’s approval of the special dividend reflects our confidence in the Company’s long-term growth potential and strong balance sheet, which allow us to pay the dividend to shareholders, while maintaining financial and operational flexibility to continue to grow our business over the long term. In the long run, we will also consider measures including paying dividends as appropriate from time to time to give back to our shareholders.”

About JD.com

JD.com is a leading supply chain-based technology and service provider. JD.com’s cutting-edge retail infrastructure seeks to enable consumers to buy whatever they want, whenever and wherever they want it. JD.com has opened its technology and infrastructure to partners, brands and other sectors, as part of its Retail as a Service offering to help drive productivity and innovation across a range of industries.

Safe Harbor Statement

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,” “confident” and similar statements. JD.com may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in announcements made on the website of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties. Statements that are not historical facts, including statements about JD.com’s beliefs and expectations, 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 following: JD.com’s growth strategies; its future business development, results of operations and financial condition; its ability to attract and retain new customers and to increase revenues generated from repeat customers; its expectations regarding demand for and market acceptance of its products and services; trends and competition in China’s e-commerce market; changes in its revenues and certain cost or expense items; the expected growth of the Chinese e-commerce market; laws, regulations and governmental policies relating to the industries in which JD.com or its business partners operate; potential changes in laws, regulations and governmental policies or changes in the interpretation and implementation of laws, regulations and governmental policies that could adversely affect the industries in which JD.com or its business partners operate, including, among others, initiatives to enhance supervision of companies listed on an overseas exchange and tighten scrutiny over data privacy and data security; risks associated with JD.com’s acquisitions, investments and alliances, including fluctuation in the market value of JD.com’s investment portfolio; impact of the COVID-19 pandemic; natural disasters and geopolitical events; change in tax rates and financial risks; intensity of competition; and general market and economic conditions in China and globally. Further information regarding these and other risks is included in JD.com’s filings with the SEC and the announcements on the website of the Hong Kong Stock Exchange. All information provided herein is as of the date of this announcement, and JD.com undertakes no obligation to update any forward-looking statement, except as required under applicable law.

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Under our weighted voting rights structure, our share capital comprises Class A ordinary shares and Class B ordinary shares. Each Class A ordinary share entitles the holder to exercise one vote, and each Class B ordinary share entitles the holder to exercise 20 votes, respectively, on any resolution tabled at our general meetings, except as may otherwise be required by law or provided for in our Memorandum and Articles of Association. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting rights structure. Our American depositary shares, each representing two of our Class A ordinary shares, are listed on the Nasdaq Global Select Market in the United States under the symbol JD.



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

(Stock Code: 9618)

RECORD DATE FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS

Please note that the record date for determining the eligibility of the holders of our Class A ordinary shares with a par value of US\$0.00002 each (the “**Class A Ordinary Shares**”) and Class B ordinary shares with a par value of US\$0.00002 each (the “**Class B Ordinary Shares**”, and together with the Class A Ordinary Shares, the “**Shares**”), to attend and vote (if any matter requires shareholders’ vote) at our forthcoming annual general meeting of shareholders (the “**General Meeting**”) will be as of close of business on Thursday, May 19, 2022 (Hong Kong time) (the “**Shares Record Date**”). In order to be eligible to attend, and vote at (if applicable), the General Meeting, all valid documents for the transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on Thursday, May 19, 2022 (Hong Kong time). All persons who are registered holders of the Shares on the Shares Record Date will be entitled to attend, and vote at (if applicable), the General Meeting.

Holders of American depositary shares (the “**ADSs**”) issued by Deutsche Bank Trust Company Americas, as depositary of the ADSs (the “**Depository**”), and representing our Class A Ordinary Shares may not attend or vote at the General Meeting. Holders of ADSs as of close of business on Thursday, May 19, 2022 (New York time) (the “**ADSs Record Date**”, together with the Shares Record Date, the “**Record Date**”), will be able to instruct the Depository as to how to vote the Class A Ordinary Shares represented by such ADSs if any matter requires shareholders’ vote at the General Meeting. In case any matter requires shareholders’ vote, upon the timely receipt of a properly completed ADS voting instruction card, the Depository will endeavour, to the extent practicable and legally permissible, to vote or cause to be voted at the General Meeting the amount of Class A Ordinary Shares represented by the ADSs in accordance with the instructions set forth in the ADS voting instruction card. Please be aware that, due to the time difference between Hong Kong and New York, if a holder of ADSs cancels his/her ADSs in exchange for Class A Ordinary Shares on Thursday, May 19, 2022 (New York time), such holder of ADSs will not be able to instruct the Depository as to how to vote the Class A Ordinary Shares represented by the cancelled ADSs as described above, and will also not be a holder of those Class A Ordinary Shares as of the Shares Record Date for the purpose of determining the eligibility to vote at the General Meeting, if applicable.

Details including the date and location of our General Meeting will be set out in our notice of General Meeting to be issued and provided to holders of our Shares and ADSs as of the respective Record Date together with the proxy materials (if applicable) in due course.

By Order of the Board of Directors
JD. com, Inc.
Mr. Richard Qiangdong Liu
Chairman of the Board of Directors

Beijing, China, May 4, 2022

As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Lei XU as the executive director, Mr. Ming HUANG, Mr. Louis T. HSIEH, Mr. Dingbo XU and Ms. Caroline SCHEUFELE as the independent directors.