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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 6-K**

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

**For the month of December 2020**

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**Commission File Number: 001-36450**

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**JD.com, Inc.**

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**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)**

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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):

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**Exhibit Index**

99.1 Announcement – JD Health International Inc. Announces Full Exercise of Over-Allotment Option by Joint Representatives

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: December 22, 2020

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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.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities nor is it calculated to invite any such offer or invitation. In particular, this announcement does not constitute and is not an offer to sell or an invitation or a solicitation of any offer to buy or subscribe for any securities in Hong Kong, the United States of America or elsewhere.

JD.com, Inc. has not intended and does not intend to register any securities referred to in this announcement under the United States Securities Act of 1933, as amended (the “**US Securities Act**”) and such securities may not be offered or sold in the United States of America absent registration under the US Securities Act or an applicable exemption from the registration requirements under the US Securities Act or any applicable state securities laws of the United States of America. Any public offering of securities in the United States of America will be made by means of a prospectus or offering memorandum that may be obtained from the issuer or selling security holder and that would contain detailed information regarding the issuer and its management, as well as financial statements. JD.com, Inc. does not intend to register any part of the offering in the United States of America or to conduct a public offering of securities in the United States of America.



JD.com, Inc.

京東集團股份有限公司

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)  
(Stock Code: 9618)

**SPIN-OFF AND SEPARATE LISTING OF  
JD HEALTH INTERNATIONAL INC.  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

References are made to the announcements of the Company dated September 27, 2020, November 15, 2020, November 26, 2020, December 7, 2020 and December 8, 2020 (the “**Announcements**”) in relation to the spin-off and separate listing of the JD Health Shares on the Main Board of the Hong Kong Stock Exchange. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

#### **FULL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Joint Representatives (for themselves and on behalf of the International Underwriters) on December 21, 2020, in respect of an aggregate of 57,285,000 JD Health Shares (the “**Over-allotment Shares**”), representing 15% of the number of JD Health Shares initially available under the Global Offering to cover over-allocations in the International Offering, if any. The Over-allotment Shares will be issued and allotted by JD Health at HK\$70.58 per share (plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the final offer price under the Global Offering. The Over-allotment Shares have been used to facilitate the return of the JD Health Shares borrowed by Merrill Lynch International (the “**Stabilizing Manager**”) from JD Jiankang Limited (“**JD Jiankang**”, one of the controlling shareholders of JD Health) under the stock borrowing agreement entered into between the Stabilizing Manager and JD Jiankang (the “**Stock Borrowing Agreement**”), which were used to cover over-allocations in the International Offering. JD Health intends to apply the additional net proceeds for the same purposes as set out in the Prospectus. The Company, through its wholly-owned subsidiary, retains an indirect control of an aggregate of approximately 67.49% of the total issued share capital of JD Health International Inc. immediately after the full exercise of the Over-allotment Option.

The additional net proceeds of approximately HK\$3,982 million to be received by JD Health from the issue and allotment of the Over-allotment Shares, after deducting the underwriting fees and commissions and other estimated expenses in connection with the full exercise of the Over-allotment Option, will be used by JD Health for the purposes as set out in the section headed “Use of Proceeds” in the Prospectus.

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:00 a.m. on December 24, 2020.

By Order of the Board of Directors  
**JD.com, Inc.**  
**Mr. Richard Qiangdong Liu**  
*Chairman of the Board of Directors  
and Chief Executive Officer*

Hong Kong, December 21, 2020

*As at the date of this announcement, our board of directors comprises Mr. Richard Qiangdong LIU as the chairman, Mr. Martin Chi Ping LAU as the director, Mr. Ming HUANG, Mr. Louis T. HSIEH, and Mr. Dingbo XU as the independent directors.*