

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Jumei International Holding Limited
(Name of Subject Company (issuer))

Jumei Investment Holding Limited
a wholly owned subsidiary of
Super ROI Global Holding Limited
(Names of Filing Persons (offerors))

Leo Ou Chen
(Names of Filing Persons (other person(s)))

Class A Ordinary Shares, par value US\$0.00025 per share*
(Title of Class of Securities)

48138L107**
(CUSIP Number of Class of Securities)

Leo Ou Chen
Jumei Investment Holding Limited
Super ROI Global Holding Limited
c/o 20th Floor, Tower B, Zhonghui Plaza
11 Dongzhimen South Road, Dongcheng District
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(Name, Address and Telephone Number of Persons Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

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CALCULATION OF FILING FEE

Transaction Valuation***
\$ 127,515,764.69

Amount of Filing Fee****
\$ 16,551.55

* Not for trading, but only in connection with the listing on the New York Stock Exchange of the American Depositary Shares ("ADSs"), each representing ten class A ordinary shares, par value \$0.00025 per share, of the issuer (the "Class A Ordinary Shares").

** This CUSIP number applies to the issuer's ADSs.

*** Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The filing fee is calculated based on the sum of (a) the aggregate cash payment for the proposed per-share cash payment of \$2.00 for 63,255,412 outstanding Class A Ordinary Shares and ADSs of the issuer subject to the transaction plus (b) the product of 393,218 Class A Ordinary Shares issuable under all outstanding and unexercised options with exercise prices of less than \$2.00 multiplied by \$1.17502 per option share (which is the difference between the \$2.00 per Class A Ordinary Share merger consideration and the weighted average exercise price of the options of \$0.82498 per Class A Ordinary Share), plus (c) the product of 271,452 Class A Ordinary Shares underlying the restricted share units multiplied by \$2.00 per Class A Ordinary Share ((a), (b) and (c) together, the "Transaction Valuation").

**** The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2020, was calculated by multiplying the Transaction Valuation by 0.0001298.

☑ Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$ 16,551.55 Filing Party: Jumei Investment Holding Limited, Super ROI Global Holding Limited and Leo Ou Chen

Form or Registration No.: Schedule TO-T (File No. 005-88610) Date Filed: February 26, 2020

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 (this “**Amendment No. 2**”) amends and supplements the combined Tender Offer Statement and Rule 13e-3 Transaction Statement filed under cover of Schedule TO, as amended by Amendment No. 1, (as amended, this “**Schedule TO**”) filed by Super ROI Global Holding Limited, a company organized and existing under the laws of the British Virgin Islands (“**Parent**”), Jumei Investment Holding Limited, a company organized and existing under the laws of the Cayman Islands and wholly-owned subsidiary of Parent (“**Purchaser**”) and Mr. Leo Ou Chen on February 26, 2020 and amended on March 20, 2020. The Schedule TO relates to the offer by Purchaser to purchase all the outstanding class A ordinary shares, par value \$0.00025 per share (the “**Class A Ordinary Shares**”), and American depository shares (the “**ADSs**,” each representing ten Class A Ordinary Shares) of Jumei, other than Class A Ordinary Shares owned by Parent or Purchaser, at a purchase price of \$2.00 per Class A Ordinary Share or \$20.00 per ADS, net to the seller in cash, without interest and less \$0.05 per ADS cancellation fees and other related fees and withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 26, 2020 and as amended by the Amendment No. 1 to the Offer to Purchase dated March 20, 2020 and the Amendment No. 2 to the Offer to Purchase dated April 1, 2020 (the “**Offer to Purchase**”), and the related Letters of Transmittal (which, as amended or supplemented from time to time, together constitute the “**Offer**”). All capitalized terms used in this Amendment No. 2 without definition have the meanings ascribed to them in the Offer to Purchase. Except as otherwise set forth herein, the information set forth in the Schedule TO remains unchanged and is incorporated by reference into this Amendment No. 2.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 1 through 9 and Item 11.

Each of the Items 1 through 9 and Item 11 of the Schedule TO, to the extent such Items incorporate by reference the information set forth under “The Offer—9. Source and Amount of Funds,” and “The Offer—11. Conditions to the Offer,” is hereby amended and supplemented by adding the following:

The information set forth in Amendment No. 2 to the Offer to Purchase, dated April 1, 2020 and filed as Exhibit (a)(1)(x) hereto, is incorporated herein by reference.

Two new paragraphs are added to Item 11 as following:

On April 1, 2020, by way of filing and disseminating this Amendment No. 2 (including the Amendment No. 2 to Offer to Purchase as an exhibit hereto), the Offeror Group announced the extension of the expiration time of the Offer to 12:00 midnight, New York City time, at the end of the day on April 8, 2020.

The Tender Agent has advised Parent and Purchaser that, as of 5:00 p.m., New York City time, on March 31, 2020, 17,849,630 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs), representing approximately 15.6% of the outstanding Shares, have been validly tendered pursuant to the Offer and not properly withdrawn.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(1)(x) Amendment No. 2 to Offer to Purchase, dated April 1, 2020.

(b)(2) Loan Agreement, dated April 1, 2020, between Super ROI Global Holding Limited and WB Online Investment Limited (incorporated by reference to Exhibit E to the Schedule 13D/A filed to SEC by Mr. Leo Ou Chen, Jumei Investment Holding Limited and Super ROI Global Holding Limited on April 1, 2020).

Item 13. Information Required by Schedule 13E-3.

Each of the items under this Item 13, to the extent such items incorporate by reference the information set forth under “The Offer—9. Source and Amount of Funds,” and “The Offer – 11. Conditions to the Offer,” is hereby amended and supplemented by adding the following:

The information set forth in Amendment No. 2 to the Offer to Purchase, dated April 1, 2020 and filed as Exhibit (a)(1)(x) hereto, is incorporated herein by reference.

SIGNATURES

After due 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: April 1, 2020

Leo Ou Chen

/s/ Leo Ou Chen

Super ROI Global Holding Limited

By: /s/ Leo Ou Chen

Name: Leo Ou Chen

Title: Director

Jumei Investment Holding Limited

By: /s/ Leo Ou Chen

Name: Leo Ou Chen

Title: Director

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(i)*	Offer to Purchase, dated February 26, 2020.
(a)(1)(ii)*	Form of Share Letter of Transmittal.
(a)(1)(iii)*	Form of ADS Letter of Transmittal.
(a)(1)(iv)*	Form of Notice of Guaranteed Delivery.
(a)(1)(v)*	Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.
(a)(1)(vi)*	Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.
(a)(1)(vii)*	Form of Withdrawal Letter
(a)(1)(viii)*	Press Release issued by Jumei International Holding Limited on February 25, 2020 (incorporated by reference to Exhibit 99.1 to the Form 6-K furnished to SEC by Jumei International Holding Limited on February 25, 2020).
(a)(1)(ix)*	Amendment No. 1 to Offer to Purchase, dated March 20, 2020.
(a)(1)(x)	Amendment No. 2 to Offer to Purchase, dated April 1, 2020.
(b)(1)*	Debt Commitment Letter, dated February 25, 2020, among Mr. Leo Ou Chen, Jumei Investment Holding Limited, Super ROI Global Holding Limited and Tiga Investments Pte. Ltd. (incorporated by reference to Exhibit D to the Schedule 13D/A filed to SEC by Mr. Leo Ou Chen, Jumei Investment Holding Limited and Super ROI Global Holding Limited on February 25, 2020).
(b)(2)	Loan Agreement, dated April 1, 2020, between Super ROI Global Holding Limited and WB Online Investment Limited (incorporated by reference to Exhibit E to the Schedule 13D/A filed to SEC by Mr. Leo Ou Chen, Jumei Investment Holding Limited and Super ROI Global Holding Limited on April 1, 2020).
(d)(1)*	Agreement and Plan of Merger, dated as of February 25, 2020, by and among Jumei International Holding Limited, Super ROI Global Holding Limited and Jumei Investment Holding Limited (incorporated by reference to Exhibit 99.2 to the Form 6-K furnished to SEC by Jumei International Holding Limited on February 25, 2020).
(f)*	Section 238 of the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (included as Schedule C to the Offer to Purchase filed herewith as Exhibit (a)(1)(i)).

* Previously filed.

AMENDMENT NO. 2
TO
OFFER TO PURCHASE FOR CASH
ALL OUTSTANDING CLASS A ORDINARY SHARES INCLUDING CLASS A ORDINARY SHARES REPRESENTED BY AMERICAN
DEPOSITARY SHARES
OF
JUMEI INTERNATIONAL HOLDING LIMITED

AT
\$2.00 PER CLASS A ORDINARY SHARE
AND
\$20.00 PER AMERICAN DEPOSITARY SHARE
BY
JUMEI INVESTMENT HOLDING LIMITED
A WHOLLY OWNED SUBSIDIARY OF
SUPER ROI GLOBAL HOLDING LIMITED

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, NEW YORK CITY TIME, AT THE END OF THE DAY
ON APRIL 8, 2020, UNLESS THE OFFER IS EXTENDED.

This Amendment No. 2 (this “**Amendment No. 2**”) amends and supplements, as set forth below, the Offer to Purchase, dated February 26, 2020 (together with any amendments or supplements thereto, including the Amendment No. 1 dated March 20, 2020 and this Amendment No. 2, the “**Offer to Purchase**”), relating to the Offer (as defined herein) made pursuant to the Agreement and Plan of Merger, dated as of February 25, 2020 (as such agreement may be amended or supplemented from time to time, the “**Merger Agreement**” and “**Plan of Merger**”), by and among Jumei International Holding Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands (“**Jumei**” or the “**Company**”), Super ROI Global Holding Limited, a British Virgin Islands business company (“**Parent**”) and Jumei Investment Holding Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of Parent (“**Purchaser**”). Purchaser offered to purchase all of Class A Ordinary Shares of the Company, par value \$0.00025 per share (the “**Class A Ordinary Shares**”) including all Class A Ordinary Shares represented by American depositary shares (the “**ADSs**,” each representing ten Class A Ordinary Shares), not owned by Parent or Purchaser, for \$2.00 in cash per Class A Ordinary Share, or \$20.00 in cash per ADS, without interest and less \$0.05 per ADS cancellation fees and other related fees and withholding taxes (ADS Depositary has confirmed that it will not assess \$0.02 per ADS depositary service fee) upon the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of transmittal for Class A Ordinary Shares (the “**Share Letter of Transmittal**”) and the related letter of transmittal for ADSs (the “**ADS Letter of Transmittal**,” together with the Share Letter of Transmittal, “**Letters of Transmittal**”) which, together with any amendments or supplements, collectively constitute the “**Offer**.” All capitalized terms used but not defined in this Amendment No. 2 have the meanings ascribed to them in the Offer to Purchase.

This Amendment No. 2 should be read together with the Offer to Purchase and the Letters of Transmittal. All references to and requirements regarding the Offer to Purchase and the Letters of Transmittal shall be deemed to refer to the Offer to Purchase, as amended and supplemented by this Amendment No. 2, and the Letters of Transmittal, respectively. Except as set forth herein, all terms and conditions of the Offer remain unchanged and in full force and effect.

Purchaser and Parent acknowledge and confirm that the Financing Condition has been met.

If you desire to tender your Class A Ordinary Shares and/or ADSs pursuant to the Offer and you are required to deliver a Share Letter of Transmittal or an ADS Letter of Transmittal as described in the Offer to Purchase under “The Offer—3. Procedures for Accepting the Offer and Tendering Shares,” you must still use the Share Letter of Transmittal or ADS Letter of Transmittal previously mailed to you. If you have already properly tendered your Class A Ordinary Shares and/or ADSs pursuant to the Offer, you need not to take further action. Tenders of Class A Ordinary Shares or ADSs (whether previously or hereafter delivered) may only be withdrawn in the manner described in the Offer to Purchase.

April 1, 2020

The Offer to Purchase is hereby amended and supplemented as follows:

All references to the expiration time of the Offer at “12:00 midnight, New York City time, at the end of the day on April 1, 2020 (as extended from previously scheduled expiration time at 12:00 midnight, New York City time, at the end of the day on March 25, 2020)” are hereby amended by deleting such words in their entirety and replacing them with “12:00 midnight, New York City time, at the end of the day on April 8, 2020 (as extended from previously scheduled expiration time at 12:00 midnight, New York City time, at the end of the day on April 1, 2020).”

All references to the fees applicable to Per ADS Merger Consideration to be paid in the Merger of “less \$0.05 per ADS cancellation fees, \$0.02 per ADS depositary service fees and other related fees and withholding taxes” or in similar words are hereby amended by deleting such words in their entirety and replacing them with “less \$0.05 per ADS cancellation fees and other related fees and withholding taxes (ADS Depositary has further confirmed that it will not assess \$0.02 per ADS depositary service fee from Merger consideration).”

All paragraphs under “The Offer—9. Source and Amount of Funds” are hereby amended by deleting those paragraphs in their entirety and replacing them with the following:

The Offer is conditioned upon that Purchaser and Parent shall have sufficient fund, after taking into consideration the aggregate proceeds of the debt financings and cash and cash equivalents on hand of Purchaser, Parent, Jumei and its subsidiaries, to pay (x) the aggregate Offer Price assuming all of the Class A Ordinary Shares and ADSs that are issued and outstanding and not owned by Purchaser or Parent are validly tendered and not properly withdrawn and (y) all fees and expenses expected to be incurred in connection with the Offer. Purchaser and Parent acknowledge and confirm that the Financing Condition has been met.

Parent and Purchaser expect to pay the Offer Price for Class A Ordinary Shares and ADSs validly tendered and not properly withdrawn together with the Merger Consideration after the Effective Time as the Merger is expected to be completed shortly following the Acceptance Time.

Parent and Purchaser estimate that the total funds required to complete the Offer and the Merger and to pay related transaction fees and expenses will be approximately \$129 million. Purchaser anticipates funding these payments with a combination of the Debt Financing, the WB Debt Financing (as defined below) and certain cash and cash equivalents on hand of Offeror Group and Jumei and its subsidiaries. Funding of the Debt Financing is subject to the satisfaction of the conditions set forth in the Debt Commitment Letter under which the Debt Financing will be provided. Funding of the WB Debt Financing is subject to the satisfaction of the conditions set forth in the WB Loan Agreement (as defined below) under which the WB Debt Financing will be provided. Under the Merger Agreement, Parent and Purchaser are permitted to amend, modify or supplement or replace any portion of the financing commitment provided in the debt commitment letters with new financing commitments, so long as those actions would not reasonably be expected to materially prevent, delay or impede Parent and Purchaser’s ability to consummate the Offer and the Merger or be materially adverse to the interests of Jumei prior to the consummation of the Merger. The Offer Group plans to repay the Debt Financing and WB Debt Financing by using cash and cash equivalents held by Jumei after the Merger.

The following summary of certain financing arrangements in connection with the Offer and the Merger is qualified in its entirety by reference to the Debt Commitment Letter and WB Loan Agreement, a copy of each is filed as an exhibit to the Schedule TO filed with the SEC and is incorporated by reference herein. Shareholders are urged to read the Debt Commitment Letter and WB Loan Agreement for a more complete description of the provisions summarized below.

Secured Loan Facility

On February 10, 2020, Parent received the Debt Commitment Letter from Tiga Investments Pte. Ltd. (the “**Lender**”), pursuant to which and subject to the conditions set forth therein, the Lender committed to provide a term loan facility in an aggregate amount of \$16 million for the Offeror Group to complete the Merger (the “**Loan Facility**”). On February 25, 2020, the Offeror Group accepted the Debt Commitment Letter.

The Loan Facility from the Lender will remain available for utilization. The Debt Commitment Letter provides a summary of major terms and conditions of the Debt Financing. The definitive loan agreement relating to the loan facility has not been executed as of the date of this Amendment No. 1 and, accordingly, the actual terms of the loan facility may differ from those described in this Offer to Purchase.

Lender’s commitments to provide the Debt Financing to Parent are subject to, among other things, (i) completion of certain actions in relation to the share mortgage in respects of the accounts of the Lender, (ii) payment of commitment fee and (iii) the satisfaction of all conditions to this Offer.

The Loan Facility will mature on the date that is 12 months after the date of utilization, and all outstanding amounts under the Loan Facility will be repaid on or prior to the maturity date.

The Loan Facility shall bear an interest rate at the aggregate of 18% per annum. Interest on the loan facility shall be payable every month.

Until all outstanding amounts and obligations under the Loan Facility have been repaid and discharged in full, the obligations with respect to the Loan Facility shall be secured by the share mortgage and personal guarantee in respects of the accounts of the Lender.

WB Debt Financing

On April 1, 2020, Parent entered into a loan agreement (the “**WB Loan Agreement**”) with WB Online Investment Limited (“**WB**”), pursuant to which and subject to the conditions set forth therein, WB committed to provide a term loan in an aggregate amount of \$100 million for Parent to complete the Offer and Merger (the “**WB Debt Financing**”).

The WB Debt Financing from WB will remain available for utilization. The WB Loan Agreement provides terms and conditions of the WB Debt Financing. WB’s commitments to provide the WB Debt Financing to Parent are subject to, among other things, (i) provision of certain record documents by Parent to WB, (ii) completion of certain actions in relation to the share mortgage in respects of the accounts of WB and (iii) Parent shall have accept all ADSs and Class A Ordinary Shares duly tendered and not withdrawn in the Offer.

The WB Debt Financing will mature on the date that is 6 months after the date of utilization, and all outstanding amounts under the WB Debt Financing will be repaid on or prior to the maturity date.

The WB Debt Financing shall bear an interest rate at the aggregate of 12% per annum. Interest on the loan shall be payable based on the interest payment periods chosen by Parent upon sending the utilization note to WB.

Until all outstanding amounts and obligations under WB Debt Financing have been repaid and discharged in full, the obligations with respect to WB Debt Financing shall be secured by the share mortgage and personal guarantee in respects of the accounts of WB.

Cash and Cash Equivalents Held by the Offeror Group

The Offeror Group intends to fund the Offer and the Merger partially using cash and cash equivalents held on hand in an aggregate amount of approximately \$5 million. Certain cash equivalents held by the Offeror Group are in the form of marketable securities, which the Offeror Group intends to liquidate prior to the Acceptance Time.

Cash and Cash Equivalents Held by Jumei

The Offeror Group intends to fund the Offer and the Merger partially using cash held on hand by Jumei and its subsidiaries in an aggregate amount of approximately \$30 million. All such cash are held by Jumei and its affiliates in bank accounts outside China.

The last three paragraphs under “The Offer—11. Conditions to the Offer” are hereby amended by deleting those paragraphs in its entirety and replacing them with the following:

Purchaser and Parent, after due consideration of the recent outbreak of coronavirus (COVID-19) and its impacts on Jumei, determined that such outbreak or its impacts may be deemed by Purchaser and Parent as a Material Adverse Effect, but the reliance of such Material Adverse Effect as a failure of the Offer Condition is hereby completely and irrevocably waived. In addition, Mr. Chen undertakes that he will not cause Jumei or any of its affiliates to deliberately breach the agreements or obligations under the Merger Agreement.

Purchaser and Parent acknowledge and confirm that the Financing Condition has been met.

Purchaser and Parent further acknowledge that they will disclose any future waiver of any Offer Condition that would constitute a material change to the Offer.