

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

SCHEDULE TO

(Amendment No. 3)  
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)

**48138L206\*\***  
(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\*\*\***  
\$ 127,605,917.27

**Amount of Filing Fee\*\*\*\***  
\$ 16,563.25

\* 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 63,304,836 outstanding Class A Ordinary Shares and ADSs of the issuer subject to the transaction plus (b) the product of 383,798 Class A Ordinary Shares issuable under all outstanding and unexercised options with exercise prices of less than \$2.00 multiplied by \$1.1812 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 \$0.8188 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"). There has been exercises of options, and as a result, the aggregate cash payment for the outstanding Class A Ordinary Shares and ADSs and outstanding and unexercised options has been adjusted accordingly.

\*\*\*\* 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:

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This Amendment No. 3 (this “**Amendment No. 3**”) 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 and Amendment No. 2, (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 and April 1, 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. 3 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. 3.

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, Item 11 and Item 13 of the Schedule TO are hereby amended and supplemented by adding the following:

The Offer and withdrawal rights expired at 12:00 midnight, New York City time, on April 8, 2020. The Tender Agent has advised Parent and Purchaser that, as of immediately prior to the end of the Expiration Day, a total of 40,344,690 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) had been validly tendered (and not validly withdrawn) pursuant to the Offer, representing approximately 63.7% of 63,304,836 outstanding Class A Ordinary Shares of Jumei. In addition, Notices of Guaranteed Delivery have been delivered for 7,332,940 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs), representing approximately 11.6% of the outstanding Class A Ordinary Shares of Jumei.

The number of Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) that had been validly tendered (and not validly withdrawn) pursuant to the Offer (excluding Class A Ordinary Shares tendered pursuant to Notices of Guaranteed Delivery for which certificates or confirmations of book-entry transfer had not yet been received by the Tender Agent) immediately prior to the end of the Expiration Day satisfied the Minimum Condition, and all other conditions to the Offer were satisfied or waived. Promptly after the Expiration Day, Purchaser accepted for payment all Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) validly tendered (and not validly withdrawn) pursuant to the Offer.

Parent intends to cause Purchaser to consummate the Merger as soon as practicable, in accordance with the terms of the Merger Agreement. The Merger is anticipated to be effective on April 14, 2020. At the Merger Effective Time, each outstanding Class A Ordinary Share (other than those held by Parent or Purchaser or any other wholly owned subsidiary of Parent) will be converted into the right to receive \$2.0 in cash per Class A Ordinary Share, without interest and less any required withholding taxes; and each ADS issued and outstanding immediately prior to the Effective Time, together with the underlying Class A Ordinary Shares represented by such ADS, shall be cancelled in exchange for the right to receive \$20.0 in cash per ADS without interest and less \$0.05 per ADS cancellation fees and other related fees and withholding taxes. Instructions outlining the steps required to be taken to obtain the Merger Consideration will be provided to Jumei shareholders who did not tender their Class A Ordinary Shares and/or ADSs in the Offer.

Following consummation of the Merger, Parent intends to cause all ADSs to be delisted from NYSE and Class A Ordinary Shares deregistered under the Exchange Act.

On April 9, 2020, Parent issued a press release announcing the expiration and results of the Offer. The full text of the press release is attached hereto as Exhibit (a)(1)(xi) and is incorporated herein by reference.

**Item 12. Exhibits.**

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

(a)(1)(xi) Press Release by Super ROI Global Holding Limited and Jumei International Holding Limited.

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**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 9, 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

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>(a)(1)(i)*</u></a>	<a href="#"><u>Offer to Purchase, dated February 26, 2020.</u></a>
<a href="#"><u>(a)(1)(ii)*</u></a>	<a href="#"><u>Form of Share Letter of Transmittal.</u></a>
<a href="#"><u>(a)(1)(iii)*</u></a>	<a href="#"><u>Form of ADS Letter of Transmittal.</u></a>
<a href="#"><u>(a)(1)(iv)*</u></a>	<a href="#"><u>Form of Notice of Guaranteed Delivery.</u></a>
<a href="#"><u>(a)(1)(v)*</u></a>	<a href="#"><u>Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.</u></a>
<a href="#"><u>(a)(1)(vi)*</u></a>	<a href="#"><u>Form of Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Securities Intermediaries.</u></a>
<a href="#"><u>(a)(1)(vii)*</u></a>	<a href="#"><u>Form of Withdrawal Letter</u></a>
<a href="#"><u>(a)(1)(viii)*</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>(a)(1)(ix)*</u></a>	<a href="#"><u>Amendment No. 1 to Offer to Purchase, dated March 20, 2020.</u></a>
<a href="#"><u>(a)(1)(x)*</u></a>	<a href="#"><u>Amendment No. 2 to Offer to Purchase, dated April 1, 2020.</u></a>
<a href="#"><u>(a)(1)(xi)</u></a>	<a href="#"><u>Press Release by Super ROI Global Holding Limited and Jumei International Holding Limited.</u></a>
<a href="#"><u>(b)(1)*</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>(b)(2)*</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>(d)(1)*</u></a>	<a href="#"><u>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).</u></a>
<a href="#"><u>(f)*</u></a>	<a href="#"><u>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)).</u></a>

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\* Previously filed.

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**SUPER ROI GLOBAL HOLDING LIMITED PURCHASES CLASS A ORDINARY SHARES AND ADSs IN TENDER OFFER FOR JUMEI INTERNATIONAL HOLDING LIMITED**

BEIJING, China, April 9, 2020 — Super ROI Global Holding Limited (“Super ROI”) and Jumei International Holding Limited (NYSE: JMEI) (“Jumei” or the “Company”), today announced that Super ROI’s tender offer (the “Offer”) to purchase all outstanding class A ordinary shares, par value \$0.00025 each, of Jumei (“Class A Ordinary Shares”) and American depository shares, each representing ten Class A Ordinary Shares (“ADSs”), expired at 12:00 midnight, New York City time, at the end of the day on April 8, 2020. Super ROI and its wholly owned subsidiary, Jumei Investment Holding Limited, have accepted for payment all Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) that were validly tendered and not validly withdrawn prior to the expiration of the Offer at price of \$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, in accordance with the terms and conditions of the Offer.

Computershare Trust Company, N.A., the Tender Agent for the Offer, has advised that, as of immediately prior to the expiration of the Offer, a total of 40,344,690 Class A Ordinary Shares (including Class A Ordinary Shares represented by ADSs) of Jumei had been validly tendered and not validly withdrawn in the Offer (excluding Class A Ordinary Shares tendered pursuant to Notices of Guaranteed Delivery for which certificates or confirmations of book-entry transfer had not yet been received by the Tender Agent), representing approximately 63.7% of 63,304,836 outstanding Class A Ordinary Shares of Jumei. Jumei Investment Holding Limited shall have, after acquisition of those 40,344,690 Class A Ordinary Shares, approximately 96% of the total voting power in Jumei.

Super ROI intends to promptly complete the acquisition of all shares of Jumei through a merger of Jumei and Jumei Investment Holding Limited, without a vote of Jumei’s shareholders, in accordance with Cayman Islands law. The merger is anticipated to be effective on April 14, 2020. As a result of the merger, each outstanding Class A Ordinary Share not tendered and purchased in the Offer will be converted into the right to receive the same cash amount of \$2.00 per share, without interest and less any required withholding taxes, that was offered in the tender offer; and each ADS not tendered and purchased in the Offer, together with the underlying Class A Ordinary Shares represented by such ADSs, shall be cancelled in exchange for the right to receive \$20.00 in cash per ADS without interest and less \$0.05 per ADS cancellation fees and other related fees and withholding taxes, that was offered in the tender offer. Following completion of the merger, Jumei will become a wholly owned subsidiary of Super ROI, and Jumei ADSs will cease to be traded on the New York Stock Exchange.

#### **CAUTIONARY NOTE**

**This news release contains forward-looking statements, including statements relating to the anticipated acquisition of Jumei by Super ROI and other matters that are not historical facts. Statements in this news release that relate to future results and events are forward-looking statements based on Super ROI’s current plans and expectations and are subject to a number of risks and uncertainties, including risks and uncertainties with respect to Super ROI, Jumei, the Offer or the anticipated merger, that could cause actual results to differ materially from those described in these forward-looking statements.**

#### **About Jumei**

Jumei (NYSE: JMEI) is a fashion and lifestyle solutions provider with a diversified portfolio of products on offer in China. Jumei sells branded beauty, baby, children and maternity products, light luxury products, as well as health supplements through its e-commerce platform. Jumei has invested in adjacent fashion and lifestyle businesses such as Jiedian, a mobile device power bank operating company, and TV drama series production, to expand its service offerings. These investments will further expand and strengthen Jumei’s ecosystem as it seeks to benefit from China’s transition into the new retail era.

#### **About Super ROI**

Super ROI is a privately held company that is ultimately wholly-owned by Mr. Leo Ou Chen, the founder, chairman of board of directors, chief executive officer and acting chief financial officer of Jumei.

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