UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NO.: 0-13337

Date of Report: March 22, 2007

ADVANCED BATTERY TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**22-2497491**

(State or Other Jurisdiction of incorporation or organization)	(I.R.S. Employer I.D. No.)

21 West 39th Street, Suite 2A New York, NY **10018**

(Address of Principal Executive Offices)

212-391-2752

(Registrant s telephone number including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

 Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02

Election of Director

On March 22, 2007 the Board of Directors of Advanced Battery Technologies, Inc. voted to increase the number of directors to ten. To fill the vacancies, the Board elected Yulin Hao, Ning Li, Shaoqiu Xia and Shiyan Yang to serve as members of the Board. Information about the four new directors follows:

Yulin Hao. Since 2002 Mr. Hao has been employed as Vice General Manager by the Heilongjiang Jinli Accounting Firm, a firm of accountants in China s Heilongjiang province. From 1998 to 2002 Mr. Hao was employed by the East Asian Energy Transportation Company as General Manager, with responsibilities for capital management. From 1994 until 1997 Mr. Hao was employed as Vice President by the Guotai Securities Corporation. In 1964 Mr. Hao was awarded a Certificate in finance by the Heilongjiang Finance College. He is 62 years old.

Ning Li. Since 1990 Doctor Li has been employed as a Professor by the Harbin Industrial University, where she engages in teaching and research. In 1990 she was awarded a Doctoral Degree in Science by the Harbin Industrial University. Doctor Li is 53 years old.

Shaoqiu Xia. Since 1993 Mr. Xia has been employed as Deputy Secretary in the Government of the City of Harbin, China. During the eight years immediately preceding his entry into government service, Mr. Xia was employed as President of Harbin Electrical and Mechanical Production Company. Mr. Xia was awarded a Bachelors Degree in Science in 1967 by the Shenyang Industrial University. He is 60 years old.

Shiyan Yang. Since 1998 Doctor Yang has been employed as a Professor by the Harbin Industrial University, where he engages in teaching and research. In 1998 he was awarded a Doctoral Degree in Science by the Harbin Industrial University. Doctor Yang is 44 years old.

Each of the new directors will serve on both the Audit Committee of the Board and the Compensation Committee of the Board. Each has agreed to act diligently to maintain his status as an independent director.

Advanced Battery Technologies has agreed that it will issue to each of the new directors, upon commencement of his service and on each anniversary of his commencement date, common shares with a market value equal to 10,000 Renminbi (approximately $1,282).

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 hereunto duly authorized.

ADVANCED BATTERY TECHNOLOGIES, INC.

Dated: April 10, 2007

By:/s/ Fu Zhiguo

Fu Zhiguo, Chief Executive Officer

es;"> In October 2008, the Company's three of the five founding shareholders who are also employees, entered into an arrangement with the investors in conjunction with the issuance of Series A preferred shares, whereby all of their 24,633,333 ordinary shares became subject to transfer restrictions. In addition, such nonvested shares are subject to repurchase by the Company upon termination of employment. The repurchase price is the par value of the ordinary shares. The founding shareholders retain the voting rights of such nonvested shares, and any additional securities or cash received as the result of ownership of such shares. This arrangement has been accounted for as a reverse stock split followed by the grant of a restricted stock award under a performance-based plan. Accordingly, the Group measured the fair value of the nonvested shares and is recognizing the amount as compensation expense over the four year deemed service period.

The founding shareholders' nonvested shares granted under the Share Plan shall vest (i) Twenty percent (20%) on the date of October 23, 2008 (the Vesting Starting Date); (ii) Twenty percent (20%) on the first anniversary of the Vesting Starting Date; (iii) After the first anniversary of the Vesting Starting Date, $^{1}/_{36}$ of the remaining shares every thirty days thereafter. Vesting will be accelerated upon a qualified IPO or change of control of the Company.

Before the founding shareholders' nonvested shares were vested and released from the repurchase rights, the holders of the nonvested shares shall entitle to all rights and privileges of those of ordinary shareholders, and shall be entitled to voting rights and dividends. Therefore, these nonvested shares are considered participating securities for the purpose of net earnings (loss) per share calculation.

Nonvested shares granted to employees under the 2008 Plan

In December 2008, the Company granted 220,000 nonvested shares to two employees. 120,000 nonvested shares became fully vested at the time of the grant, and 100,000 nonvested shares will vest over a four year period from the date of the grant.

In March 2011, the Company granted 827,278 nonvested shares to two employees. These nonvested shares will vest over a four year period from the date of the grant.

In October 2011, the Company granted 992,732 nonvested shares to one employee. These nonvested shares will vest over a four year period from the date of the grant.

There were no nonvested shares granted during the year ended December 31, 2012.

For the years ended December 31, 2010, 2011 and 2012, the Group recorded share-based compensation expenses of $1,322, $1,902 and $2,479 related to the nonvested shares, respectively. As of December 31, 2012, there was $3,877 of unrecognized compensation cost related to nonvested shares, which are expected to be recognized over a weighted-average period of 2.62 years. All founding shareholders' nonvested shares have been fully vested during 2012 and there were no unrecognized compensation costs associated with these shares as of December 31, 2012.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2010, 2011 AND 2012

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

16. NONVESTED SHARES (Continued)

The following table summarizes information regarding the nonvested shares granted and vested:

	Number of Shares	Weighted average grant date fair value
Shares outstanding at January 1, 2010	14,033,888	
Vested	(4,951,667)	
Outstanding at January 1, 2011	9,082,221	
Granted	1,820,010	$ 4.03
Forfeited	(413,639)	
Vested	(4,951,667)	
Outstanding at January 1, 2012	5,536,925	
Vested	(4,482,147)	
Outstanding at December 31, 2012	1,054,778	

17. INCOME TAXES

Cayman Islands

The Company is a tax-exempted company incorporated in the Cayman Islands and is not subject to tax on income or capital gains.

Hong Kong

Light In The Box Limited was established in Hong Kong and is subject to Hong Kong Profits Tax at 16.5% for the profit that is generated in Hong Kong.

PRC

Except Lanting Huitong and Lanting Gaochuang, other entities of the Group domiciled in the PRC are subject to 25% statutory income tax rates in accordance with the Enterprise Income Tax Law ("EIT Law") in the periods presented. Lanting Huitong qualified as a "software enterprise" and therefore enjoyed a two-year income tax exemption starting from the first profit making year since 2010, followed by a reduced tax rate of 12.5% for the subsequent three years. Lanting Gaochuang qualified as a "software enterprise" in 2012 and therefore is entitled to a two-year income tax exemption starting from its first profit making year, followed by a reduced tax rate of 12.5% for the subsequent three years.

For the years ended December 31, 2010, 2011 and 2012, income tax expense (benefit) included in the consolidated statements of operations were attributable to the Group's PRC subsidiary and VIEs and comprised current tax expense (benefit) of $579, $(606), $19 respectively. There was a deferred tax benefit of $272 included in income tax benefit for the year ended December 31, 2011 and no material deferred tax expense (benefit) for the years ended December 31, 2010 and 2012.

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17. INCOME TAXES (Continued)

The principal components of the deferred tax assets and liabilities are as follows:

	As of December 31,	
	2011	2012
Current deferred tax assets:		
Accrued payroll	$ 244	$ 502
Accrued expenses	11	
Less: Valuation allowance	(255)	(502)
Current deferred tax assets, net		
Non-current deferred tax asset:		
Net operating loss carry forwards	8,980	8,338
Less: Valuation allowance	(8,980)	(8,338)
Non-current deferred tax asset, net		
Total deferred tax asset, net		

The Group had no deferred tax liabilities as of December 31, 2011 and 2012.

The Group operates through its subsidiaries and VIE entities and the valuation allowance is considered on each individual subsidiary and VIE entity basis. The net operating loss carry forwards of the subsidiaries and VIE entities registered in the PRC will expire on various dates through 2017. The Group has recognized a valuation allowance against tax loss carry forwards as the Group believes that it is more likely than not that its deferred tax assets will not be realized as it does not expect to generate sufficient taxable income in the near future.

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17. INCOME TAXES (Continued)

Reconciliation between the expense (benefit) of income taxes computed by applying the PRC tax rate to income (loss) before income taxes and the actual provision for income taxes is as follows:

	For the years ended December 31,		
	2010	**2011**	**2012**
Loss before provision of income tax	$ (21,344)	$ (25,409)	$ (4,211)
Statutory tax rate in the PRC	25%	25%	25%
Income tax at statutory tax rate.	(5,336)	(6,352)	(1,053)
Non-deductible expenses	275	672	403
Effect of income tax holiday and preferential tax rates	36	(828)	(41)
Write-off/(refund) of prepaid income tax*	579	(606)	
Effect of income tax rate differences in jurisdictions other than the PRC	2,147	1,897	1,105
Changes in valuation allowances	2,878	4,339	(395)
Income tax expense (benefit)	$ 579	$ (878)	$ 19

*

During the year of 2010, Lanting Huitong paid income tax of $579 at the request of the PRC tax authority. The Group did not expect to recover such prepaid income tax and recorded the amount as income tax expenses in 2010. In September 2011, the PRC tax authority assessed the tax payment and decided to refund the amount prepaid. The Group recorded such amount as tax refund in 2011.

The Group did not identify significant unrecognized tax benefits for the years ended December 31, 2011 and 2012. The Group did not incur any interest related to unrecognized tax benefits, did not recognized any penalties as income tax expenses and also does not anticipate any significant change in unrecognized tax benefits within 12 months from December 31, 2012.

Uncertainties exist with respect to how the current income tax law in the PRC applies to the Group's overall operations, and more specifically, with regard to tax residency status. The EIT Law includes a provision specifying that legal entities organized outside of the PRC will be considered residents for Chinese Income tax purposes if the place of effective management or control is within the PRC. The implementation rules to the New EIT Law provide that non-resident legal entities will be considered PRC residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting and properties occurs within the PRC. On April 22, 2009, the State Administration of Taxation (the "SAT") issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, which provides certain specific criteria for determining whether the "de facto management body" of a Chinese-controlled offshore-incorporated enterprise is located in China. In addition, on August 3, 2011, the SAT issued a bulletin to made clarification in the areas of resident status determination, post-determination administration, as well as competent tax authorities. The Group does not believe that the legal entities organized outside of the PRC within the Group should be treated as residents for EIT law purposes. However, if the PRC tax

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17. INCOME TAXES (Continued)

authorities subsequently determine that the Company and its subsidiaries registered outside the PRC should be deemed resident enterprises, the Company and its subsidiaries registered outside the PRC will be subject to the PRC income taxes, at a rate of 25%.

If any entity within the Group that is outside the PRC were to be a non-resident for PRC tax purposes dividends paid to it out of profits earned after January 1, 2008 would be subject to a withholding tax at a rate of 10%, subject to reduction by an applicable tax treaty with the PRC. As of December 31, 2011 and December 31, 2012, the Company's subsidiaries located in the PRC recorded aggregate accumulated deficits. Accordingly, no deferred tax liability has been accrued for the Chinese dividend withholding taxes. In the future, aggregate undistributed earnings of the Company's subsidiaries located in the PRC, if any, that are taxable upon distribution to the Company, will be considered to be indefinitely reinvested, because the Group does not have any plan to pay cash dividends on its ordinary shares in the foreseeable future and intends to retain most of its available funds and any future earnings for use in the operation and expansion of its business.

In accordance with relevant the PRC tax administration laws, tax years from 2006 to 2011 of the Group's PRC entities remain subject to tax audits as of December 31, 2012, at the tax authority's discretion.

18. LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per ordinary share for the following years:

Numerator:		**2010**		**2011**		**2012**
Net loss attributable to LightInTheBox Holding Co., Ltd.	$	(21,923)	$	(24,531)	$	(4,230)
Accretion of Series C convertible redeemable preferred shares		(700)		(2,800)		(2,971)
Net loss attributable to ordinary shareholders of LightInTheBox Holding Co., Ltd.		(22,623)		(27,331)		(7,201)
Net loss attributable to shareholders of LightInTheBox Holding Co., Ltd. allocated for computing net loss per ordinary share basic		(15,468)		(22,288)		(6,843)
Net loss attributable to shareholders of LightInTheBox Holding Co., Ltd. allocated for computing net loss per nonvested share basic		(7,155)		(5,043)		(358)
Net loss per ordinary share basic	$	(0.62)	$	(0.76)	$	(0.20)
Net loss per nonvested share basic	$	(0.62)	$	(0.76)	$	(0.20)
Net Loss per ordinary share diluted	$	(0.62)	$	(0.76)	$	(0.20)
Shares (denominator):						
Weighted average number of shares used in calculating net loss per ordinary share basic		24,770,913		29,445,595		34,316,430
Weighted average number of shares used in calculating net loss per nonvested share basic		11,458,056		6,663,370		1,792,535
Weighted average number of shares used in calculating net loss per ordinary share diluted		36,228,969		36,108,965		36,108,965

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18. LOSS PER SHARE (Continued)

As a result of the Group's net loss for the three years ended December 31, 2012, share equivalents issued under the Company's 2008 Plan, 15,000,000 Series A preferred shares, 17,522,725 Series B preferred shares, 9,651,565 Series C preferred shares and the convertible notes computed using as-if converted method were excluded from the calculation of diluted loss per share as their inclusion would have been anti-dilutive.

19. EMPLOYEE RETIREMENT BENEFIT

Full time employees in the PRC participate in a government-mandated defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. The PRC labor regulations require the Group to make contributions based on certain percentages of the employees' basic salaries. Other than the contribution, there is no further obligation under these plans. The total contribution for such employee benefits was $1,316, $2,897 and $3,848 for the years ended December 31, 2010, 2011 and 2012, respectively.

20. STATUTORY RESERVES AND RESTRICTED NET ASSETS

In accordance with the PRC laws and regulations, the group is required to provide for certain statutory reserves, namely general reserve, enterprise expansion reserve, and staff welfare and bonus reserve, all of which are appropriated from net profit as reported in their PRC statutory accounts. The Group's PRC entities are required to allocate at least 10% of their after-tax profits to the general reserve until such reserve has reached 50% of their respective registered capital.

Appropriations to the enterprise expansion reserve and the staff welfare and bonus reserve are to be made at the discretion of the board of directors of each of the Group's PRC entities. There are no appropriations to these reserves by the Group's PRC entities for the years ended December 31, 2010, 2011 and 2012.

As a result of these PRC laws and regulations and the requirement that distributions by the PRC entities can only be paid out of distributable profits computed in accordance with the PRC GAAP, the PRC entities are restricted from transferring a portion of their net assets to the Group. Amounts restricted include paid-in capital and the statutory reserves of the Company's PRC entities. As of December 31, 2011 and December 31, 2012, the amounts of capital represented the amount of net assets of the relevant entities in the Group not available for distribution amounted to $3,293 and $3,293, respectively. As a result of the above restrictions, parent-only financials are presented on financial statement schedule I.

21. SEGMENT REPORTING

The Group's chief operating decision maker has been identified as the Chief Executive Officer, who reviews the consolidated results when making decisions about allocating resources and assessing performance of the Group. The Group has one operating segment.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2010, 2011 AND 2012

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21. SEGMENT REPORTING (Continued)

Components of the Group's net revenues are presented in the following table:

	For the years ended December 31,		
	2010	2011	2012
Apparel	$ 19,719	$ 46,888	$ 80,274
Electronics and communication devices	26,031	36,844	42,079
Home and garden	4,077	13,509	22,454
Small accessories and gadgets	1,521	11,770	40,695
Others	7,346	7,219	14,508
Total net revenues	$ 58,694	$ 116,230	$ 200,010

The following table summarizes the Group's total net revenues generated in different geographic locations and as a percentage of total net revenues.

	For the years ended December 31,					
	2010		2011		2012	
	Revenues	%	Revenues	%	Revenues	%
Europe	$ 29,892	50.9%	$ 57,853	49.8%	$ 101,424	50.7%
North America	20,509	35.0%	32,721	28.2%	47,985	24.0%
South America	974	1.7%	4,097	3.5%	12,876	6.4%
Other countries	7,319	12.4%	21,559	18.5%	37,725	18.9%
Total net revenues	$ 58,694	100%	$ 116,230	100%	$ 200,010	100%

North America's net revenues include revenues from the United States of $18,577, $29,117 and $41,840 during the years ended December 31, 2010, 2011 and 2012, respectively. Europe's net revenues include revenues from France of $11,792, $22,448 and $32,913 during the years ended December 31, 2010, 2011 and 2012, respectively; and revenues from United Kingdom of $4,723, $6,541 and $13,577 during the years ended December 31, 2010, 2011 and 2012, respectively.

As of December 31, 2011 and December 31, 2012, substantially all of long-lived assets of the Group are located in the PRC.

22. FAIR VALUE MEASUREMENTS

The Group had no financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2011 and December 31, 2012.

The Group measured the fair value of the purchased intangible assets using the "relief from royalty method", "multiple period excess earnings method" and "with & without method" under the income approach. These purchased intangible assets are considered Level 3 assets because the Group used unobservable inputs, such as forecasted financial performance of the related business and discount rates, to determine the fair value of these assets. (see note 3)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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22. FAIR VALUE MEASUREMENTS (Continued)

Goodwill and other intangible assets are measured at fair value on a nonrecurring basis and they are recorded at fair value only when impairment is recognized. (See note 7 and note 8).

23. RELATED PARTY TRANSACTIONS

The Company entered into indemnification agreements with certain directors. These agreements require the company to indemnify such individuals, to the fullest extent permitted by law, for certain liabilities to which they may become subject as a result of their affiliation with the Company.

24. COMMITMENTS AND CONTINGENCIES

(1) Commitments

Lease commitment

The Group has operating lease agreements for warehouses and offices. Rent expenses under operating leases for the year ended December 31, 2010, 2011 and 2012 were $742, $1,716 and $2,074, respectively.

Future minimum lease payments under non-cancellable operating lease agreements as of December 31, 2012 are as follows:

Years Ending	US$
2013	1,643
2014	1,149
2015	892
2016	191
2017	191
	4,066

(2) Contingencies

The Company's PRC subsidiary, VIE and VIE's subsidiary, have not fully paid the contributions for employee benefit plans as required by applicable PRC regulations. While the Company believes it has made adequate provision of such outstanding amounts in the audited consolidated financial statements, prior failure to make payments may be in violation of applicable PRC labor-related laws and the Group may be subject to fines up to maximum of $11,824 if it fails to rectify any such breaches within the period prescribed by the relevant authorities. As of December 31, 2012, there had been no actions initiated by the relevant authorities. The Group is unable to reasonably estimate the actual amount of fines and penalty that may rise if the authorities were to become aware of the non-compliance and were to take action.

The Company's PRC subsidiary, VIE and VIE's subsidiary, did not withhold appropriate amount of individual income tax as required by applicable PRC tax laws. While the Company believes it has made adequate provision of such outstanding amounts in the audited consolidated financial statements,

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24. COMMITMENTS AND CONTINGENCIES (Continued)

failure to withhold individual taxes may subject the Group to fines up to maximum of $11,148 if it fails to rectify any such breaches within the period prescribed by the relevant authorities. As of December 31, 2012, there had been no actions initiated by the relevant authorities. The Group is unable to reasonably estimate the actual amount of fines and penalty that may rise if the authorities were to become aware of the non-compliance and were to take action.

The Group is subject to periodic legal or administrative proceedings in the ordinary course of business. The Group does not believe that any currently pending legal or administrative proceeding to which the Group is a party will have a material effect on its business or financial condition.

25. SUBSEQUENT EVENTS

The Company has evaluated events subsequent to the balance sheet date of December 31, 2012 through April 17, 2013, which is the date the consolidated financial statements were available to be issued.

In March 2013, the Group made a payment of $3,276 to relevant tax authority related to the individual income taxes withheld and accrued as of December 31, 2012.

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LIGHTINTHEBOX HOLDING CO., LTD.

Additional Information Financial Statement Schedule I

Condensed Financial Information of Parent Company

BALANCE SHEETS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	As of December 31	
	2011	**2012**
ASSETS:		
Current assets		
Cash	$ 2,739	$ 8,082
Investments (deficit) in subsidiaries and affiliates	(301)	2,697
TOTAL ASSETS	$ 2,438	$ 10,779
Convertible notes		7,788
TOTAL LIABILITIES		7,788
Series C convertible redeemable preferred shares ($0.000067 par value; 9,651,565 shares authorized, issued and outstanding as of December 31, 2011 and December 31, 2012, respectively; liquidation value of $52,500)	38,500	41,471
EQUITY:		
Series A convertible preferred shares ($0.000067 par value; 15,000,000 shares authorized, issued and outstanding as of December 31, 2011 and December 31, 2012, respectively; liquidation value of $5,000)	5,000	5,000
Series B convertible preferred shares ($0.000067 par value; 17,522,725 shares authorized, issued and outstanding as of December 31, 2011 and December 31, 2012, respectively; liquidation value of $11,270)	11,270	11,270
Ordinary shares ($0.000067 par value; 707,825,710 shares authorized; 32,198,411 and 36,680,558 shares issued and outstanding as of December 31, 2011 and December 31, 2012, respectively)	2	2
Additional paid-in capital	5,668	10,459
Accumulated deficit	(57,980)	(65,181)
Accumulated other comprehensive loss	(22)	(30)
TOTAL DEFICIT	(36,062)	(38,480)
TOTAL LIABILITIES, SERIES C CONVERTIBLE REDEEMABLE PREFERRED SHARES AND DEFICIT	$ 2,438	$ 10,779

The accompanying notes are an integral part of these financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

Additional Information Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF OPERATIONS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2010	**2011**	**2012**
Operating expenses:			
General and administrative	$ 1,461	$ 2,093	$ 2,695
Interest income (expense) and other			1,884
Loss from operations	(1,461)	(2,093)	(4,579)
Equity in (losses) income of subsidiaries and variable interest entities	(20,462)	(22,438)	349
Net loss	$ (21,923)	$ (24,531)	$ (4,230)

The accompanying notes are an integral part of these financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

Additional Information Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF COMPREHENSIVE LOSS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2010	**2011**	**2012**
Net loss	$ (21,923)	$ (24,531)	$ (4,230)
Other comprehensive income (loss):			
Foreign currency translation adjustment	36	(57)	(8)
Total comprehensive loss	$ (21,887)	$ (24,588)	$ (4,238)

The accompanying notes are an integral part of these financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

Additional Information Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF CHANGES IN EQUITY (DEFICIT)

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Series A Convertible Preferred Shares		Series B Convertible Preferred Shares		Ordinary Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at January 01, 2010	15,000,000	5,000	17,522,725	$ 11,270	22,295,077	$ 1	$ 2,114	$ (1)	$ (8,026)	$ 10,358
Vesting of nonvested shares					4,951,667	1				1
Share-based compensation							1,461			1,461
Accretion for series C convertible redeemable preferred shares									(700)	(700)
Net loss									(21,923)	(21,923)
Foreign currency translation adjustment								36		36
Balance at December 31, 2010	15,000,000	5,000	17,522,725	11,270	27,246,744	2	3,575	35	(30,649)	(10,767)
Vesting of nonvested shares					4,951,667					
Share-based compensation							2,093			2,093
Accretion for series C convertible redeemable preferred shares									(2,800)	(2,800)
Net loss									(24,531)	(24,531)
Foreign currency translation adjustment								(57)		(57)
Balance at December 31, 2011	15,000,000	$ 5,000	17,522,725	11,270	32,198,411	2	5,668	(22)	(57,980)	(36,062)
Vesting of nonvested shares					4,482,147					
Share-based compensation							2,695			2,695

Accretion for series C convertible redeemable preferred shares									(2,971)	(2,971)
Net loss									(4,230)	(4,230)
Beneficial conversion features of convertible notes							2,096			2,096
Foreign currency translation adjustment								(8)		(8)
Balance at December 31, 2012	15,000,000	$ 5,000	17,522,725	$ 11,270	36,680,558	$ 2	$ 10,459	$ (30)	$ (65,181)	$ (38,480)

The accompanying notes are an integral part of these financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

Additional Information Financial Statement Schedule I

Condensed Financial Information of Parent Company

STATEMENTS OF CASH FLOWS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Years ended December 31,		
	2010	2011	2012
Cash flows from operating activities:			
Net loss	$ (21,923)	$ (24,531)	$ (4,230)
Adjustments to reconcile net loss to net cash used in operating activities:			
Share-based compensation	1,461	2,093	2,695
Amortization of debt discount			1,140
Interest on convertible notes			744
Equity in losses (income) of subsidiary and variable interest entity	20,462	22,438	(349)
Net cash used in operating activities			
Cash flows from investing activities			
Investment in subsidiaries and the VIEs	(18,196)	(15,565)	(2,657)
Cash flows from financing activities			
Proceeds from issuance of convertible notes			8,000
Proceeds from Series C convertible redeemable preferred shares financing	35,000		
Net cash provided by financing activities	35,000		8,000
Net increase (decrease) in cash	16,804	(15,565)	5,343
Cash at beginning of year	1,500	18,304	2,739
Cash at end of year	$ 18,304	$ 2,739	$ 8,082

The accompanying notes are an integral part of these financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

ADDITIONAL INFORMATION FINANCIAL STATEMENT SCHEDULE I

CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY

NOTES TO FINANCIAL STATEMENTS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

1. BASIS FOR PREPARATION

The condensed financial information of the Parent Company has been prepared using the same accounting policies as set out in the Group's consolidated financial statements except that the Parent Company used the equity method to account for investments in its subsidiaries and VIEs.

The condensed financial information is provided since the restricted net assets of the Group's subsidiaries, VIEs and VIEs' subsidiary were over the 25% of the consolidated net assets of the Group as of December 31, 2012.

2. INVESTMENTS IN SUBSIDIARIES AND VIES

In its consolidated financial statements, the Parent Company consolidates the results of operations and assets and liabilities of its subsidiaries, VIEs and VIE's subsidiary, and inter-company balances and transactions were eliminated upon consolidation. For the purpose of the Parent Company's stand-alone financial statements, its investments in subsidiaries, VIEs and VIE's subsidiary are reported using the equity method of accounting as a single line item and the Parent Company's share of income (loss) from its subsidiaries, VIEs and VIE's subsidiary are reported as the single line item of equity in losses of subsidiaries and variable interest entity. Ordinarily under the equity method, an investor in an equity method investee would cease to recognize its share of the losses of an investee once the carrying value of the investment has been reduced to nil absent an undertaking by the investor to provide continuing support and fund losses. For the purpose of this Schedule I, the Parent Company has continued to reflect its share, based on its proportionate interest, of the losses of a subsidiary or VIE regardless of the carrying value of the investment even though the Parent Company is not obligated to provide continuing support or fund losses.

The Parent Company carried the investments (deficit) in subsidiaries and VIEs at $(301) and $2,697 at December 31, 2011 and 2012, respectively. The Parent Company's share of equity in income (losses) in subsidiaries and the VIEs recognized in years ended December 31, 2010, 2011 and 2012 was $(20,462), $(22,438) and $349, respectively.

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LIGHTINTHEBOX HOLDING CO., LTD.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	As of December 31, 2012	As of March 31, 2013	As of March 31, 2013 Pro forma (Note2)
ASSETS:			
Current assets			
Cash	$ 19,972	$ 25,949	$ 25,949
Restricted cash	1,217	1,318	1,318
Accounts receivable	249	309	309
Inventories, net	5,753	4,894	4,894
Prepaid expenses and other current assets	10,562	9,251	9,251
Total current assets	37,735	41,721	41,721
Property and equipment, net	1,792	1,968	1,968
Long-term deposit	293	482	482
TOTAL ASSETS	$ 39,838	$ 44,171	$ 44,171
LIABILITIES:			
Current Liabilities:			
Accounts payable (including accounts payable of the consolidated VIEs without recourse to LightInTheBox Holding Co., Ltd. of $61 and $22 as of December 31, 2012 and March 31, 2013, respectively)	$ 9,150	$ 9,192	$ 9,192
Advance from customers (including advance from customers of the consolidated VIEs without recourse to LightInTheBox Holding Co., Ltd. of $13 and $15 as of December 31, 2012 and March 31, 2013, respectively)	7,098	9,710	9,710
Accrued expenses and other current liabilities (including accrued expenses and other current liabilities of the consolidated VIEs without recourse to LightInTheBox Holding Co., Ltd. of $524 and $837 as of December 31, 2012 and March 31, 2013, respectively)	12,811	10,893	10,893
Convertible notes, net of discount due to beneficial conversion feature (including convertible notes of the consolidated VIEs without recourse to LightInTheBox Holding Co., Ltd. of nil and nil as of December 31, 2012 and March 31, 2013, respectively)	7,788	8,363	8,363
Total current liabilities	36,847	38,158	38,158
TOTAL LIABILITIES	36,847	38,158	38,158
Commitments and contingencies (Note 21)			
Series C convertible redeemable preferred shares ($0.000067 par value; 9,651,565 shares authorized, issued and outstanding as of December 31, 2012 and March 31, 2013, respectively; liquidation value of $52,500)	41,471	42,409	
EQUITY:			
LightInTheBox Holding Co., Ltd. Shareholders' equity			
Series A convertible preferred shares ($0.000067 par value; 15,000,000 shares authorized, issued and outstanding as of December 31, 2012 and March 31, 2013, respectively; liquidation value of $5,000)	5,000	5,000	
Series B convertible preferred shares ($0.000067 par value; 17,522,725 shares authorized, issued and outstanding as of December 31, 2012 and March 31, 2013, respectively; liquidation value of $11,270)	11,270	11,270	
Ordinary shares ($0.000067 par value; 707,825,710 shares authorized; 36,680,558 and 36,846,014 shares issued and outstanding as of December 31, 2012 and March 31, 2013, respectively)	2	2	5
Additional paid-in capital	10,459	10,878	69,554
Accumulated deficit	(65,181)	(63,509)	(63,509)
Accumulated other comprehensive loss	(30)	(37)	(37)

TOTAL DEFICIT		(38,480)		(36,396)		6,013
TOTAL LIABILITIES, SERIES C CONVERTIBLE REDEEMABLE PREFERRED SHARES AND DEFICIT	$	39,838	$	44,171	$	44,171

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Three-month Period Ended March 31,	
	2012	**2013**
Net revenues	$ 36,887	$ 73,310
Cost of goods sold	22,095	40,047
Gross profit	14,792	33,263
Operating expenses:		
Fulfillment	2,038	3,729
Selling and marketing	10,786	18,335
General and administrative	4,900	7,997
Total operating expenses	17,724	30,061
(Loss) income from operations	(2,932)	3,202
Interest expense	(47)	(573)
(Loss) income before income taxes	(2,979)	2,629
Income taxes expenses		(19)
Net (loss) income	(2,979)	2,610
Accretion for Series C convertible redeemable preferred shares	700	938
Net (loss) income attributable to ordinary shareholders	(3,679)	1,672
Net (loss) income per ordinary share basic	$ (0.10)	$ 0.02
Net (loss) income per ordinary share diluted	$ (0.10)	$ 0.02
Share-based compensation expense included in		
Fulfillment	$ 3	$ 2
Selling and marketing	33	25
General and administrative	726	392
Total	$ 762	$ 419

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS)/INCOME

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Three-month Period Ended March 31,	
	2012	**2013**
Net (loss) income	$ (2,979)	$ 2,610
Other comprehensive loss, net of tax:		
Foreign currency translation adjustment	(3)	(7)
Total comprehensive (loss) income	$ (2,982)	$ 2,603

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)
(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

	Series A Convertible Preferred Shares		Series B Convertible Preferred Shares		Ordinary Shares		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Deficit
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at January 1, 2012	15,000,000	$ 5,000	17,522,725	$ 11,270	32,198,411	$ 2	$ 5,668	$ (22)	$ (57,980)	$ (36,062)
Vesting of nonvested shares					1,335,076					
Share-based compensation							762			762
Accretion for series C convertible redeemable preferred shares									(700)	(700)
Net loss									(2,979)	(2,979)
Beneficial conversion feature of convertible notes							1,619			1,619
Foreign currency translation adjustment								(3)		(3)
Balance at March 31, 2012	15,000,000	$ 5,000	17,522,725	$ 11,270	33,533,487	$ 2	$ 8,049	$ (25)	$ (61,659)	$ (37,363)
Balance at January 1, 2013	15,000,000	$ 5,000	17,522,725	$ 11,270	36,680,558	$ 2	$ 10,459	$ (30)	$ (65,181)	$ (38,480)
Vesting of nonvested shares					165,456					
Share-based compensation							419			419
Accretion for series C convertible redeemable preferred shares									(938)	(938)
Net income									2,610	2,610
Foreign currency translation adjustment								(7)		(7)
Balance at March 31, 2013	15,000,000	$ 5,000	17,522,725	$ 11,270	36,846,014	$ 2	$ 10,878	$ (37)	$ (63,509)	$ (36,396)

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands, or otherwise noted)

	Three-month Period Ended March 31, 2012	Three-month Period Ended March 31, 2013
Net (loss) income	$ (2,979)	$ 2,610
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	256	308
Share-based compensation	762	419
Inventories provision	145	87
Amortization of debt discount	26	338
Interest on convertible notes	21	237
Changes in operating assets and liabilities:		
Accounts receivable	(246)	(58)
Inventories	(276)	775
Prepaid expenses and other current assets	(1,390)	1,375
Accounts payable	1,823	44
Advance from customers	3,590	2,612
Accrued expense and other current liabilities	970	(1,941)
Long-term deposit	12	(188)
Net cash provided by operating activities	2,714	6,618
Cash flows from investing activities		
Purchase of property and equipment	(32)	(480)
Increase in restricted cash	(155)	(101)
Net cash used in investing activities	(187)	(581)
Cash flows from financing activities		
Payment of professional fees related to initial public offering	(362)	(61)
Proceeds from issuance of convertible notes	8,000	
Net cash provided by (used in) financing activities	7,638	(61)
Net increase in cash	10,165	5,976
Effect of exchange rate changes on cash	1	1
Cash at beginning of period	6,786	19,972
Cash at end of period	$ 16,952	$ 25,949

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

1. BASIS OF PREPARATION

The accompanying unaudited condensed consolidated financial statements include the financial information of LightInTheBox Holding Co., Ltd. (the "Company"), its consolidated subsidiaries, consolidated variable interest entities ("VIEs") and VIEs' subsidiary (collectively, the "Group"). All intercompany balances and transactions have been eliminated in consolidation. The results of operations for the three-month periods ended March 31, 2012 and 2013 are not necessarily indicative of the results for the full years. Management believes that the disclosures are adequate to make the information presented not misleading.

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the financial statements, accounting policies and financial notes thereto included in the Company's audited consolidated financial statements for each of the three years in the period ended December 31, 2012. In the opinion of the management, the accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments, which are necessary for a fair representation of financial results for the interim periods presented.

The financial information as of December 31, 2012 presented in the unaudited consolidated financial statements is derived from the audited consolidated financial statements for the year ended December 31, 2012.

The accompanying unaudited condensed consolidated financial statements have been prepared using the same accounting policies as used in the preparation of the Company's consolidated financial statements for each of the three years in the period ended December 31, 2012.

The accompanying financial statements have also been prepared assuming that the Company will continue as a going concern. The Company had a history of loss, resulting in its total liabilities and mezzanine equity exceeding its total assets by $36,396 as of March 31, 2013. The Company incurred net loss of $21,923, $24,531 and $4,230 in the years ended December 31, 2010, 2011 and 2012 and operating cash outflows of $19,937 and $14,056 in the years ended December 31, 2010 and 2011, respectively. In view of these matters, the Company's ability to continue as a going concern is dependent upon the Company's ability to generate positive cash flows from operations and to achieve a level of revenue growth. The Company generated operating cash inflows of $7,399 in 2012 and $6,618 for the three-month period ended March 31, 2013. In addition, the Company's current assets exceeded its current liabilities by $3,563 as of March 31, 2013 and the Company's series C convertible redeemable preferred shareholders do not have the right to redeem the shares before September 28, 2014, the fourth anniversary of the issuance date. Accordingly, management believes that the Company has the ability to fulfill its financial obligations as they fall due for at least the next 12 months and will continue as a going concern. As a result, the accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, and do not reflect any adjustments relating to the recoverability and reclassification of assets and liabilities that might be necessary if the Group is unable to continue as a going concern.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

1. BASIS OF PREPARATION (Continued)

The VIE arrangements

The following consolidated financial information of the Group's VIEs and its subsidiaries was included in the accompanying unaudited condensed consolidated financial statements as of and for the three-month periods ended:

	As of December 31, 2012	As of March 31, 2013
Total assets	$ 2,232	$ 2,637
Total liabilities	$ 1,874	$ 874

	Three-month period Ended March 31,	
	2012	2013
Net revenues	$ 867	$ 194
Net (loss) profit	$ (11)	$ 272

	Three-month Period Ended March 31,	
	2012	2013
Net cash provided by operating activities	$ 51	$ 590
Net cash used in investing activities	$ (4)	$ (298)

There are no consolidated VIEs' assets that are collateral for the VIEs' obligations and can only be used to settle the VIEs' obligations.

2. PRO FORMA INFORMATION

The unaudited pro forma balance sheet information as of March 31, 2013 assumes the automatic conversion of all of the outstanding Series A convertible preferred shares, Series B convertible preferred shares and Series C convertible redeemable preferred shares into ordinary shares at the conversion ratio of one for one upon a qualified initial public offering of the Company.

Unaudited pro forma net income (loss) per share for the three-month period ended March 31, 2013 is not presented because the effect of the conversion of preferred shares using a conversion ratio of one for one would not result in any dilutive effect on net income (loss) per share applicable to ordinary shareholders.

LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

3. ACCOUNTING PRONOUNCEMENTS

Newly adopted accounting pronouncements

In December 2011, the Financial Accounting Standards Board ("FASB") has issued an authoritative pronouncement related to disclosures about offsetting assets and liabilities. The guidance requires an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The adoption of this guidance on January 1, 2013 did not have a significant effect on the Company's consolidated financial statements.

In July 2012, the FASB issued an authoritative pronouncement related to testing indefinite-lived intangible assets, other than goodwill, for impairment. Under the guidance, an entity testing an indefinite-lived intangible asset for impairment has the option of performing a qualitative assessment before calculating the fair value of the asset. If the entity determines, on the basis of qualitative factors, that the fair value of the indefinite-lived intangible asset is not more likely than not (i.e., a likelihood of more than 50 percent) impaired, the entity would not need to calculate the fair value of the asset. The guidance does not revise the requirement to test indefinite-lived intangible assets annually for impairment. In addition, the guidance does not amend the requirement to test these assets for impairment between annual tests if there is a change in events or circumstances; however, it does revise the examples of events and circumstances that an entity should consider in interim periods. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The adoption of this guidance on January 1, 2013 did not have a significant effect on the Company's consolidated financial statements.

In February 2013, the FASB issued an authoritative pronouncement related to Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in this ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP.

The new amendments will require an organization to:

- Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period.

- Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

3. ACCOUNTING PRONOUNCEMENTS (Continued)

the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of this guidance on January 1, 2013 did not have a significant effect on the Company's consolidated financial statements.

4. INVENTORIES

Inventories consisted of the following:

	As of December 31, 2012	As of March 31, 2013
Merchandise available for sale	$ 6,642	$ 5,870
Less: inventories provision for slow-moving and obsolescence	(889)	(976)
Total inventories	$ 5,753	$ 4,894

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Components of other current assets which are included in the prepaid expenses and other current assets are as follows:

	As of December 31, 2012	As of March 31, 2013
Receivable from processing agencies(1)	$ 7,633	$ 5,992
Deferred offering costs	1,188	1,342
Prepayment to suppliers	1,032	1,183
Rental deposits and prepaid rents	337	308
Receivable from employees(2)	128	96
Value-added tax ("VAT") recoverable	74	96
Staff advance	57	76
Other	113	158
Total	$ 10,562	$ 9,251

(1) Receivables from collection agencies represented cash that had been received from customers but held by the collection agencies as of December 31, 2012 and March 31, 2013. The receivables were collected by the Company subsequent to the respective period end.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS (Continued)

(2) Receivable from employees mainly represents sales made by employees on behalf of the Company on certain third party Internet platforms and the cash received from these sales is currently with the employees' personal accounts pending transfer to the Group.

6. PROPERTY AND EQUIPMENT, NET

The components of property and equipment are as follows:

	As of December 31, 2012	As of March 31, 2013
Leasehold improvements	$ 1,663	$ 1,949
Furniture, fixtures and office equipment	1,183	1,240
Software and IT equipment	1,450	1,598
Property and equipment, gross	4,296	4,787
Less: Accumulated depreciation	(2,504)	(2,819)
Property and equipment, net	$ 1,792	$ 1,968

Depreciation expense incurred for the three-month periods ended March 31, 2012 and 2013 were $256 and $308, respectively.

7. LONG-TERM DEPOSIT

Long-term deposit represents rental deposit and deposit required by the payment collection agencies to maintain an active trading account, and such amount will only be returned upon closing the account with the payment processing agencies.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

8. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	As of December 31, 2012	As of March 31, 2013
Accrued payroll and staff welfare	$ 6,345	$ 6,994
Individual income tax payable	3,702	596
VAT and Business tax payable	398	348
Accrued professional fees	636	786
Accrued advertising fees	911	1,143
Credit card processing charges	370	464
Accrued sales return(1)	116	251
Accrued chargebacks(2)	85	100
Other accrued expenses	248	211
Total	$ 12,811	$ 10,893

(1) Accrued sales return represents the gross profit effect of estimated sales return at the end of each of the respective periods assuming products returned had no value to the Company. Movements during the respective periods are as follows:

	2012	2013
Balance at January 1	$ 292	$ 116
Allowance for sales return made in the period	1,206	2,418
Utilization of accrued sales return	(1,206)	(2,283)
Balance at March 31	$ 292	$ 251

(2) Chargeback represents credit losses relating to fraudulent credit card activities which resulted in chargebacks from the payment processing agencies. For the three-month period ended March 31, 2012 and 2013, the Group incurred chargeback of $113 and $289 respectively, which was included in the general and administrative expenses.

9. CONVERTIBLE NOTES

On March 23, 2012, the Company issued convertible notes of $8 million with a term of 18 months to certain holders of Series C redeemable convertible preferred shares. The total principal amount of $8 million was received in March 2012. The convertible notes bear interest at 12% per annum, or 15% per annum upon an event of default, uncompounded and computed on the basis of the actual number of days elapsed.

The convertible notes will be automatically converted into the same class of equity securities upon the completion of a qualified financing event, including a qualified initial public offering ("IPO") if such qualified financing event occurs within the 18-month term. The conversion price shall be equal to the per share issuance price of the equity securities issued for the qualified financing event; provided

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

9. CONVERTIBLE NOTES (Continued)

that in the event the total pre-money valuation of the Company prior to such financing event, without taking into account the convertible notes or the equity securities issued, is greater than $350 million, the conversion price shall be equal to $350 million divided by the total number of outstanding equity shares of the Company prior to such financing event which shall include any shares issued or reserved for issuance under any benefit plan of the Company. The conversion price shall be multiplied by 95% as the applicable conversion discount if the Company's qualified financing event takes place after three months but on or before six months from the convertible note issuance date, by 90% as the applicable conversion discount if our qualified financing event takes place after six months but on or before 12 months from the convertible note issuance date and by 85% as the applicable conversion discount if Company's qualified financing event takes place after 12 months from the convertible note issuance date. All interest accrued under the convertible notes is to be paid in cash after a qualified financing event or at maturity.

In case there is no qualified financing event occurring during the 18-month term, the convertible notes will be automatically converted into Series C redeemable convertible preferred shares upon maturity. The maturity conversion price shall be equal to $255 million divided by the total number of outstanding equity shares of the Company on the maturity date which shall include any shares issued or reserved for issuance under any benefit plan of the Company, but excluding the maturity conversion shares.

A beneficial conversion feature ("BCF") of $2,096 was resulted as the estimated maturity conversion price as of March 31, 2013 was lower than the fair value of the ordinary shares on March 23, 2012, which was recognized as additional paid-in capital with a corresponding entry in debt discount. The debt discount is amortized over the term of the convertible notes using effective interest method. During the three-month period ended March 31, 2013, the amortized discount of $338 was included as part of interest expense in the consolidated statements of operations. The embedded feature of interest rate reset upon an event of default in the convertible notes is a derivative but not subject to bifurcation as it is clearly and closely related to the economic risks and characteristics of the convertible notes.

In the case of a qualified financing event occurring before maturity, the BCF will be reassessed and any unamortized balance of the debt discount will be recognized as expenses in the consolidated statement of operations. In addition, all interest accrued under the convertible notes will become due and payable in cash.

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LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

9. CONVERTIBLE NOTES (Continued)

The carrying amount of the convertible notes was as follows:

	As of December 31, 2012	As of March 31, 2013
Principal	$ 8,000	$ 8,000
Debt discount	(2,096)	(2,096)
Accumulated amortization of debt discount	1,140	1,478
Accrued interest	744	981
Carrying amount	$ 7,788	$ 8,363

Amortization of debt discount and interest expense recognized related to the convertible notes was as follows:

	Three-month Period Ended March 31, 2012	Three-month Period Ended March 31, 2013
Interest at coupon rate	$ 21	$ 237
Amortization of debt discount	26	338
Total expense recognized	$ 47	$ 575

10. SERIES A AND SERIES B CONVERTIBLE PREFERRED SHARES

On October 27, 2008, the Company issued 15,000,000 Series A convertible preferred shares ("Series A preferred shares") with par value of $0.000067 per share to third party investors for cash proceeds of $5,000 at an issuance price of $0.33 per Series A preferred share. As a part of this financing transaction, Series A preferred shares investors required three of the Group's founding shareholders to place all of their 24,633,333 ordinary shares under restriction. (see Note13, Nonvested Shares for more details).

The Company has determined that there was no beneficial conversion feature attributable to the Series A preferred shares because the initial and subsequent adjusted conversion price of Series A preferred shares was higher than the fair value of the Company's ordinary shares on issue date of Series A preferred shares. Series A preferred shares are not redeemable.

On June 26, 2009, the Company issued 17,522,725 Series B convertible preference shares ("Series B preferred shares") with par value of $0.000067 per share to third party investors for cash proceeds of $11,270, at an issuance price of $0.643 per Series B preferred share.

The Company has determined that there was no beneficial conversion feature attributable to the Series B preferred shares because the initial and subsequent adjusted conversion price of Series B preferred shares was higher than the fair value of the Company's ordinary shares on issue date of Series B preferred shares. Series B preferred shares are not redeemable.

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10. SERIES A AND SERIES B CONVERTIBLE PREFERRED SHARES (Continued)

Key terms of the Series A and Series B preferred shares are summarized as follows:

Dividends

Only after full payment of dividend or distribution on the Series C preferred shares, the holders of Series B preferred shares and Series A preferred shares shall participate on an as-if converted basis with respect to any dividends payable to the ordinary shares on a pro rata and on an as-if converted basis.

Liquidation preference

In the event of any liquidation, dissolution or winding up of the Company, either voluntary or involuntary, distributions to the shareholders of the Company shall be made in the following manners (after satisfaction of all creditors' claims and claims that may be preferred by law):

1. If the valuation of the Company immediately prior to such liquidation, dissolution or winding up is at least $300,000, the entire assets of the Company legally available for distribution shall be distributed to the holders of Series A preferred shares, Series B preferred shares, Series C preferred shares and ordinary shares on a pro rata basis, according to the relative number of ordinary shares held by each such holder (determined on an as-if converted basis).

2. If the valuation of the Company immediately prior to such liquidation, dissolution or winding up is less than $300,000, holders of Series C preferred shares shall be paid an amount equal to 150% of Series C issuance price plus unpaid dividends if any first. Then Series B preferred shareholders shall be paid an amount equal to Series B issuance price plus unpaid dividends if any. Then Series A preferred shareholders shall be paid an amount equal to Series A issuance price plus unpaid dividends if any. Any remaining assets shall be distributed ratably among Series C preferred shareholders, Series B preferred shareholders, Series A preferred shareholders and ordinary shareholders on an as-if converted basis.

Voting rights

Each outstanding ordinary shareholder has right to one vote. Each preferred shareholder has a number of voting rights equivalent to the number of ordinary shares into which Series A, Series B and Series C preferred shares could have converted at the record date for determination of the shareholders entitled to vote on related matters.

Conversion

Series A preferred shares shall be convertible at the option of the holder any time into ordinary shares as determined by dividing the Series A issuance price by the Series A preferred shares conversion price. The Series A preferred shares conversion price shall initially be the Series A issuance price per ordinary share. Series B preferred shares shall be convertible at the option of the holder any time into ordinary shares as determined by dividing the Series B issuance price by the Series B conversion price. The Series B preferred shares conversion price shall initially be the Series B issuance price per ordinary share. Series C preferred shares shall be convertible at the option of the holder any

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10. SERIES A AND SERIES B CONVERTIBLE PREFERRED SHARES (Continued)

time into ordinary shares as determined by dividing the Series C issuance price by the Series C conversion price. The conversion price shall initially be the Series C issuance price per ordinary share.

Applicable conversion price shall be adjusted for share dividends, subdivisions, combinations, or consolidations of ordinary shares, other distributions, reclassification, exchange and substitution. Applicable conversion price share shall also be adjusted in respect of the issuance of additional ordinary shares if the consideration per additional ordinary share issued or deemed to be issued by the Company is less than such applicable conversion price in effect on the date of and immediately prior to such issue.

All preferred shares shall automatically be converted into ordinary shares at the then effective applicable conversion price upon the closing of a Company qualified initial public offering or the written consent of holders of more than two thirds of the outstanding preferred shares (voting as a single class on an as-if converted basis) including consent of holders of a majority of the outstanding Series C preferred shares.

11. SERIES C CONVERTIBLE REDEEMABLE PREFERRED SHARES

On September 28, 2010, the Company issued a total of 9,651,565 convertible redeemable preferred shares ("Series C preferred shares") with par value of $0.000067 per share to third party investors for cash proceeds of $35,000, at an issuance price of $3.626 per Series C preferred share.

The Company has determined that there was no beneficial conversion feature attributable to the Series C preferred shares because the initial and subsequent adjusted conversion price of Series C preferred shares was higher than the fair value of the Company's ordinary shares on the issue date of Series C preferred shares. The Company accreted changes in the redemption value over the period from the date of issuance to the earliest redemption date of the security.

Key terms of the Series C preferred shares do not differ from those of Series A and Series B preferred shares except redemption right which is summarized as follows:

Redemption

During a period of ten years after the fourth year anniversary of the Series C preferred shares issue date, the holders of Series C preferred shares shall have the right to redeem the Series C preferred shares.

The redemption price of each Series C preferred shares shall be equal to, subject to adjustment for combinations, consolidations, subdivisions, share splits, share dividends or the like with respect to such share, the sum of:

(i) the Series C preferred shares issuance price; plus,

(ii) 8% compound interest per annum on the Series C preferred shares issuance price for each Series C preferred shares accreted over the period from the date of issuance to the earliest redemption date of the security; plus,

(iii) all accrued but unpaid dividends per Series C preferred shares.

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11. SERIES C CONVERTIBLE REDEEMABLE PREFERRED SHARES (Continued)

Below is the movement in the carrying value of the Series C preferred shares.

	2012	2013
Balance on January 1,	38,500	41,471
Accretion to redemption value of Series C preferred shares	700	938
Balance on March 31,	39,200	42,409

12. SHARE OPTIONS

On October 27, 2008, the Company adopted the 2008 Share Incentive Option Plan ("2008 Plan") for the granting of share options to employees to reward them for services to the Company and to provide incentives for future services. Pursuant to the 2008 Plan, total shares that the 2008 Plan was authorized to grant was 4,444,444 shares. The majority of the options will vest over four years with 25% of the options vesting annually. The share options expire 10 years from the date of grant.

In 2008, the Company granted 590,000 share options under the 2008 Plan to employees at an exercise price of $0.5 per share.

In 2009, the Company granted 502,000, 433,000 and 407,000 share options under the 2008 Plan to employees at exercise prices of $0.01, $0.5 and $0.96 per share, respectively.

In 2010, the Company granted 328,000 share options under the 2008 Plan to employees at exercise price of $0.96 per share.

In 2011, the Company granted 357,000, 8,000 and 119,000 share options under the 2008 Plan to employees at exercise prices of $4.25, $0.96 and $4.29 per share, respectively.

There were no options granted in 2012 and during the three-month period ended March 31, 2013.

A summary of the stock option activity under the 2008 Plan as of March 31, 2013, and changes during the three-month period then ended is presented below:

Grant date	Options granted	Weighted average exercise price per option
Balance, January 1, 2013	1,778,250	$ 1.12
Forfeited	(13,000)	4.25
Balance, March 31, 2013	1,765,250	$ 1.10

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12. SHARE OPTIONS (Continued)

The following table summarizes information regarding the share options granted as of March 31, 2013.

	As of March 31, 2013			
	Option Number	**Weighted-average exercise price**	**Weighted-average remaining contractual life (years)**	**Aggregate intrinsic value**
Options				
outstanding	1,765,250	$ 1.10	6.91	$ 6,448
exercisable	1,385,250	$ 0.66	6.63	$ 5,667
expected to vest	323,000	$ 2.69	7.92	$ 664

For the three-month periods ended March 31, 2012 and 2013, the Group recorded share-based compensation expense of $60 and $48 related to the options under the 2008 Plan, respectively. As of March 31, 2013, there was $317 of total unrecognized compensation cost related to the options, which is expected to be recognized over a weighted-average period of 2.20 years.

13. NONVESTED SHARES

Nonvested shares granted to founding shareholders under the restricted share agreement

In October 2008, the Company's three of the five founding shareholders who are also employees, entered into an arrangement with the investors in conjunction with the issuance of Series A preferred shares, whereby all of their 24,633,333 ordinary shares became subject to transfer restrictions. In addition, such nonvested shares are subject to repurchase by the Company upon termination of employment. The repurchase price is the par value of the ordinary shares. The founding shareholders retain the voting rights of such nonvested shares, and any additional securities or cash received as the result of ownership of such shares. This arrangement has been accounted for as a reverse stock split followed by the grant of a restricted stock award under a performance-based plan. Accordingly, the Group measured the fair value of the nonvested shares and is recognizing the amount as compensation expense over the four year deemed service period.

The founding shareholders' nonvested shares granted under the arrangement vested (i) Twenty percent (20%) on the date of October 23, 2008 (the Vesting Starting Date); (ii) Twenty percent (20%) on the first anniversary of the Vesting Starting Date; (iii) After the first anniversary of the Vesting Starting Date, $^{1}/_{36}$ of the remaining shares every thirty days thereafter. Vesting would be accelerated upon a qualified IPO or change of control of the Company.

Before the founding shareholders' nonvested shares were vested and released from the repurchase rights, the holders of the nonvested shares shall be entitled to all rights and privileges of those of ordinary shareholders, and shall be entitled to voting rights and dividends. Therefore, these nonvested shares are considered participating securities for the purpose of net earnings (loss) per share calculation.

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13. NONVESTED SHARES (Continued)

Nonvested shares granted to employees under the 2008 Plan

In December 2008, the Company granted 220,000 nonvested shares to two employees. 120,000 nonvested shares became fully vested at the time of the grant, and 100,000 nonvested shares vested over a four-year period from the date of the grant.

In March 2011, the Company granted 827,278 nonvested shares to two employees. These nonvested shares will vest over a four-year period from the date of the grant.

In October 2011, the Company granted 992,732 nonvested shares to one employee. These nonvested shares will vest over a four-year period from the date of the grant.

There were no nonvested shares granted in 2012 and during the three-month period ended March 31, 2013.

The following table summarizes information regarding the nonvested shares granted and vested for the three-month period ended March 31, 2013:

	Number of Shares
Shares outstanding at January 1, 2013	1,054,778
Vested	(165,456)
Outstanding at March 31, 2013	889,322

For the three-month periods ended March 31, 2012 and 2013, the Group recorded share-based compensation expense of $702 and $371 related to the nonvested shares, respectively. As of March 31, 2013, there was $3,332 unrecognized compensation cost related to nonvested shares, which is expected to be recognized over a weighted-average period of 2.38 years. Founding shareholders' nonvested shares had been fully vested during 2012 and there were no unrecognized compensation costs associated with these shares as of March 31, 2013.

14. INCOME TAXES

Cayman Islands

The Company is a tax-exempt company incorporated in the Cayman Islands and is not subject to tax on income or capital gains.

Hong Kong

Light In The Box Limited was established in Hong Kong and is subject to Hong Kong Profits Tax at 16.5% for the profit that is generated in Hong Kong.

PRC

Except Lanting Huitong and Lanting Gaochuang, other entities of the Group domiciled in the PRC are subject to 25% statutory income tax rates in accordance with the Enterprise Income Tax Law

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14. INCOME TAXES (Continued)

("EIT Law") in the periods presented. Lanting Huitong qualified as a "software enterprise" and therefore enjoyed a two-year income tax exemption starting from the first profit making year since 2010, followed by a reduced tax rate of 12.5% for the subsequent three years. Lanting Gaochuang, qualified as a "software enterprise" in 2012 and therefore is entitled to a two-year income tax exemption starting from its first profit making year, followed by a reduced tax rate of 12.5% for the subsequent three years.

For the three-month periods ended March 31, 2012 and 2013, income tax expenses included in the consolidated statements of operations were attributable to the Group's PRC subsidiary and VIE entities and comprised current tax expenses of $0 and $19 respectively. The Company's effective tax rate for the three months ended March 31, 2013 was 0.7% which was significantly lower than the PRC statutory rate of 25%. The difference was mainly due to the utilization of deferred tax assets carried over from prior periods as the Company was in a profitable position in the first quarter of 2013, which resulted in a reversal of valuation allowance provided in prior years.

The principal components of the deferred tax assets and liabilities are as follows:

	As of December 31, 2012	As of March 31, 2013
Current deferred tax assets:		
Accrued payroll	$ 502	$ 570
Accrued expenses		16
Less: Valuation allowance	(502)	(586)
Current deferred tax assets, net		
Non-current deferred tax asset:		
Net operating loss carry forwards	8,338	7,572
Less: Valuation allowance	(8,338)	(7,572)
Non-current deferred tax asset, net	$	$

The Group has no deferred tax liabilities as of December 31, 2012 and March 31, 2013. The Group operates through its subsidiaries and VIE entities and the valuation allowance is considered on each individual subsidiary and VIE entity basis. The net operating loss carry forwards of the subsidiaries and VIE entities registered in the PRC will expire on various dates through 2017. Considering its history of accumulated losses, the Group established full valuation allowances on deferred tax assets as of December 31, 2012 and March 31, 2013.

The Group did not identify significant unrecognized tax benefits for the three-month period ended March 31, 2012 and 2013. The Group did not incur any interest related to unrecognized tax benefits, did not recognize any penalties as income tax expenses and also does not anticipate any significant change in unrecognized tax benefits within 12 months from March 31, 2013.

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14. INCOME TAXES (Continued)

Uncertainties exist with respect to how the current income tax law in the PRC applies to the Group's overall operations, and more specifically, with regard to tax residency status. The EIT Law includes a provision specifying that legal entities organized outside of the PRC will be considered residents for Chinese income tax purposes if the place of effective management or control is within the PRC. The implementation rules to the New EIT Law provide that non-resident legal entities will be considered PRC residents if substantial and overall management and control over the manufacturing and business operations, personnel, accounting and properties occurs within the PRC. On April 22, 2009, the State Administration of Taxation (the "SAT") issued the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies, or Circular 82, which provides certain specific criteria for determining whether the "de facto management body" of a Chinese-controlled offshore incorporated enterprise is located in China. In addition, on August 3, 2011, the SAT issued a bulletin to provide clarification in the areas of resident status determination, post-determination administration, as well as competent tax authorities. The Group does not believe that the legal entities organized outside of the PRC within the Group should be treated as residents for EIT law purposes. However, if the PRC tax authorities subsequently determine that the Company and its subsidiaries registered outside the PRC should be deemed resident enterprises, the Company and its subsidiaries registered outside the PRC will be subject to the PRC income taxes, at a rate of 25%.

If any entity within the Group that is outside the PRC were to be a non-resident for PRC tax purposes, dividends paid to it out of profits earned after January 1, 2008 would be subject to a withholding tax at a rate of 10%, subject to reduction by an applicable tax treaty with the PRC. As of December 31, 2012 and March 31, 2013, the Company's subsidiaries located in the PRC recorded aggregated accumulated deficits. Accordingly, no deferred tax liability has been accrued for the Chinese dividend withholding taxes. In the future, aggregate undistributed earnings of the Company's subsidiaries located in the PRC, if any, that are taxable upon distribution to the Company, will be considered to be indefinitely reinvested, because the Group does not have any plan to pay cash dividends on its ordinary shares in the foreseeable future and intends to retain most of its available funds and any future earnings for use in the operation and expansion of its business.

In accordance with relevant PRC tax administration laws, tax years from 2007 to 2012 of the Group's PRC subsidiaries remain subject to tax audits as of March 31, 2013, at the tax authority's discretion.

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15. EARNINGS (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted net income (loss) per ordinary share for the three-month periods ended March 31, 2012 and 2013.

	Three-month Period Ended March 31,	
Numerator:	**2012**	**2013**
Net (loss) income	$ (2,979)	$ 2,610
Accretion of Series C convertible redeemable preferred shares	700	938
Undistributed earnings allocated to Series C preferred shares		204
Net income attributable to Series C preferred shares for computing basic net income per Series C preferred share	700	1,142
Undistributed earnings allocated to Series A preferred shares		318
Net income attributable to Series A preferred shares for computing basic net income per Series A preferred share		318
Undistributed earnings allocated to Series B preferred shares		372
Net income attributable to Series B preferred shares for computing basic net income per Series B preferred share		372
Net (loss) income attributable to ordinary shareholders of LightInTheBox Holding Co., Ltd	(3,679)	778
Net (loss) income attributable to shareholders of the Company allocated for computing net loss (income) per ordinary share basic	(3,125)	778
Net (loss) income attributable to shareholders of the Company allocated for computing net loss (income) per nonvested share basic	(554)	
Plus: income effect from assumed conversion of Series A and Series B preferred shares		
Undistributed earnings allocated to Series A preferred shares		318
Undistributed earnings allocated to Series B preferred shares		372
Net (loss) income attributable to ordinary shareholders of the Company allocated for computing net (loss) income per ordinary share diluted		1,468
Net (loss) income per ordinary share basic	(0.10)	0.02
Net loss) income per nonvested share basic	(0.10)	
Net (loss) income per ordinary share diluted	(0.10)	0.02
Net income per Series A preferred share basic		0.02
Net income per Series B preferred share basic		0.02
Net income per Series C preferred share basic	0.07	0.12

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15. EARNINGS (LOSS) PER SHARE (Continued)

	Three-month Period Ended March 31,	
Numerator:	**2012**	**2013**
Shares (denominator):		
Weighted average number of shares used in calculating net (loss) income per nonvested share basic	5,436,204	
Weighted average shares outstanding used in calculating net (loss) income per Series A preferred share basic	15,000,000	15,000,000
Weighted average shares outstanding used in calculating net (loss) income per Series B preferred share-basic	17,522,725	17,522,725
Weighted average shares outstanding used in calculating net (loss) income per Series C preferred share basic	9,651,565	9,651,565
Weighted average number of shares used in calculating net (loss) income per ordinary share basic	30,672,764	36,743,751
Plus: incremental weighted average ordinary shares from the following assumed conversions		
Series A preferred shares (as-if converted method)		15,000,000
Series B preferred shares (as-if converted method)		17,522,725
Employee share options (treasury stock method)		1,302,268
Employee nonvested Shares (treasury stock method)		87,302
Weighted average number of shares used in calculating net (loss) income per ordinary share diluted	36,108,968	70,656,046

In calculation of diluted net earnings per share for the three-month periods ended March 31, 2012 and 2013, the dilutive effects of share options and nonvested shares are calculated using the treasury stock method. The dilutive effects of Series A preferred shares, Series B preferred shares, Series C preferred shares and the convertible notes were calculated using as-if-converted method.

As a result of the Group's net loss for the three-month period ended March 31, 2012, share equivalents issued under the Company's 2008 Plan, 15,000,000 Series A preferred shares, 17,522,725 Series B preferred shares, 9,651,565 Series C preferred shares and the convertible notes were excluded from the calculation of diluted earnings per share as their inclusion would have been anti-dilutive.

For the three-month period ended March 31, 2013, 9,651,565 Series C preferred shares, the convertible notes and 268,750 share options were excluded from the calculation of diluted earnings per share as their inclusion would have been anti-dilutive.

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16. EMPLOYEE RETIREMENT BENEFIT

Full time employees in the PRC participate in a government-mandated defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. PRC labor regulations require the Group to make contributions based on certain percentages of the employees' base salaries. Other than the contribution, there is no further obligation under these plans. The total contribution for such employee benefits was $736 and $1,153 for the three-month periods ended March 31, 2012 and 2013, respectively.

17. STATUTORY RESERVES AND RESTRICTED NET ASSETS

In accordance with the PRC laws and regulations, the Group is required to provide for certain statutory reserves, namely general reserve, enterprise expansion reserve, and staff welfare and bonus reserve, all of which are appropriated from net profit as reported in their PRC statutory accounts. The Group's PRC entities are required to allocate at least 10% of their after-tax profits to the general reserve until such reserve has reached 50% of their respective registered capital. Appropriations to the enterprise expansion reserve and the staff welfare and bonus reserve are to be made at the discretion of the board of directors of each of the Group's PRC entities. There are no appropriations to these reserves by the Group's PRC entities for the three-month periods ended March 31, 2012 and 2013, respectively.

As a result of these PRC laws and regulations and the requirement that distributions by the PRC entities can only be paid out of distributable profits computed in accordance with PRC GAAP, the PRC entities are restricted from transferring a portion of their net assets to the Group. Amounts restricted include paid-in capital and the statutory reserves of the Company's PRC entities. As of December 31, 2012 and March 31, 2013, the amounts of capital representing the amount of net assets of the relevant entities in the Group not available for distribution amounted to $3,293.

18. SEGMENT REPORTING

The Group's chief operating decision maker has been identified as the Chief Executive Officer, who reviews the consolidated results when making decisions about allocating resources and assessing performance of the Group. The Group has one operating segment.

Components of the Group's net revenues are presented in the following table:

	Three-month Period Ended March 31,	
	2012	**2013**
Apparel	$ 15,796	$ 22,547
Small accessories and gadgets	8,427	28,660
Electronics and communication devices	4,452	10,303
Home and garden	6,051	7,707
Others	2,161	4,093
Total net revenues	$ 36,887	$ 73,310

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18. SEGMENT REPORTING (Continued)

The following table summarizes the Group's total net revenues generated in different geographic locations and as a percentage of total net revenues.

	Three-month Period Ended March 31,			
	2012		2013	
	Revenues	%	Revenues	%
Europe	$ 18,889	51.2	$ 47,461	64.7
North America				
United States	9,226	25.0	12,316	16.8
Others	1,122	3.1	2,177	3.0
	10,348	28.1	14,493	19.8
South America	1,662	4.4	5,117	7.0
Other countries	5,988	16.3	6,239	8.5
Total net revenues	$ 36,887	100%	$ 73,310	100%

Europe's net revenues include revenues from France of $6,988 and $10,408 and revenues from the United Kingdom of $2,524 and $4,157 during the three-month periods ended March 31, 2012 and 2013, respectively.

As of December31, 2012 and March 31, 2013, substantially all of long-lived assets of the Group are located in the PRC.

19. FAIR VALUE MEASUREMENTS

The Group had no financial assets or liabilities measured at fair value on a recurring basis as of December 31, 2012 and March 31, 2013.

20. RELATED PARTY TRANSACTIONS

The Company entered into indemnification agreements with certain directors. These agreements require the Company to indemnify such individuals, to the fullest extent permitted by law, for certain liabilities to which they may become subject as a result of their affiliation with the Company.

21. COMMITMENTS AND CONTINGENCIES

(1) Commitments

Lease commitment

The Group has operating lease agreements for warehouses and offices. Rent expenses under operating leases for the three-month periods ended March 31, 2012 and 2013 were $510 and $658, respectively.

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21. COMMITMENTS AND CONTINGENCIES (Continued)

Future minimum lease payments under non-cancellable operating lease agreements as of March 31, 2013 are as follows:

Period/Years Ending	
Nine-month period ending December 31, 2013	$ 2,295
2014	2,408
2015	2,229
2016	415
2017	191
	$ 7,538

(2)

Contingencies

The Company's PRC subsidiary, VIEs and VIEs' subsidiary, have not fully paid the contributions for employee benefit plans as required by applicable PRC regulations. While the Company believes it has made adequate provision of such outstanding amounts in the unaudited condensed consolidated financial statements, prior failure to make payments may be in violation of applicable PRC labor-related laws and the Group may be subject to fines up to a maximum of $13,324 if it fails to rectify any such breaches within the period prescribed by the relevant authorities. As of March 31, 2013, there had been no actions initiated by the relevant authorities. The Group is unable to reasonably estimate the actual amount of fines and penalty that may arise if the authorities were to become aware of the non-compliance and were to take action.

The Company's PRC subsidiary, VIEs and VIEs' subsidiary did not withhold appropriate amount of individual income tax as required by applicable PRC tax laws. While the Company believes it has made adequate provision of such outstanding amounts in the unaudited condensed consolidated financial statements, and in March 2013, the accrued amounts were substantially paid by the Company on a voluntary basis to the relevant tax authority, the Company may still be subject to future fines or levies for such non-compliance. As of March 31, 2013, there had been no actions initiated by the relevant authorities. The Group is unable to reasonably estimate the actual amount of fines or levies that may rise if the authorities were to take action.

The Group is subject to periodic legal or administrative proceedings in the ordinary course of business. The Group does not believe that any currently pending legal or administrative proceeding to which the Group is a party will have a material effect on its business or financial condition.

22. SUBSEQUENT EVENTS

The Company has evaluated events subsequent to the balance sheet date of March 31, 2013 through May 23, 2013, which is the date the unaudited condensed consolidated financial statements were available to be issued.

On May 22, 2013, the Company granted options to purchase an aggregate of 302,250 ordinary shares under the 2008 Plan to certain employees. Such options have an exercise price that is equal to

LIGHTINTHEBOX HOLDING CO., LTD.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2012 AND 2013

(U.S. dollars in thousands, except share data and per share data, or otherwise noted)

22. SUBSEQUENT EVENTS (Continued)

the Company's initial public offering price. For 238,500 options granted, 25% equally vest on each of the first, second, third and fourth anniversaries of May 22, 2013. For the remaining 63,750 options granted, 25% equally vest on May 22, 2013 and each of the first, second and third anniversaries of May 22, 2013. The fair value of the options granted will be determined upon the Company's initial public offering.

On May 22, 2013, the Company also granted a total of 702,571 nonvested shares to certain officers and employees. For 21,250 nonvested shares granted, 25% equally vest on May 22, 2013 and each of the first, second and third anniversaries of May 22, 2013. For 19,500 nonvested shares granted, 25% equally vest on each of the first, second, third and fourth anniversaries of May 22, 2013. For 661,821 nonvested shares granted, $^{1}/_{3}$ equally vest on July 1, 2013 and each of the first and second anniversaries of July 1, 2013. The fair value of the nonvested share as of the grant date is determined to be $4.75 per share, the mid-point of the estimated range of the initial public offering price. The total estimated compensation cost of $3,337 will be recognized over the vesting periods.

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Until , 2013 (25 days after the date of this prospectus), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to unsold allotments or subscriptions.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. *Indemnification of Directors and Officers*

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to the public interest, such as providing indemnification against civil fraud or the consequences of committing a crime. The registrant's articles of association provide that each officer or director of the registrant shall be indemnified out of the assets of the registrant against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor, or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part, or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the registrant.

Under the form of indemnification agreements filed as Exhibit 10.2 to this registration statement, we will agree to indemnify our directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or executive officer.

The form of underwriting agreement to be filed as Exhibit 1.1 to this registration statement will also provide for indemnification of us and our officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. *Recent Sales of Unregistered Securities*

During the past three years, we have issued and sold the securities described below without registering the securities under the Securities Act. None of these transactions involved any underwriters' underwriting discounts or commissions, or any public offering. We believe that each of the following issuances was exempt from registration under the Securities Act in reliance on Regulation S or Rule 701 under the Securities Act or pursuant to Section 4(2) of the Securities Act regarding transactions not involving a public offering.

Purchaser	Date of Sale or Issuance	Number of Securities	Consideration (U.S. dollars)	Securities Registration Exemptions
Ceyuan Ventures II, L.P.	September 28, 2010	2,323,862 Series C convertible redeemable preferred shares	$ 8,427,148.00	Regulation S under the Securities Act
Ceyuan Ventures Advisors Fund II, LLC	September 28, 2010	89,537 Series C convertible redeemable preferred shares	$ 324,693.00	Regulation S under the Securities Act

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Purchaser	Date of Sale or Issuance	Number of Securities	Consideration (U.S. dollars)	Securities Registration Exemptions
GSR Ventures III, L.P.	September 28, 2010	1,844,414 Series C convertible redeemable preferred shares	$ 6,688,501.00	Regulation S under the Securities Act
Banean Holdings Ltd	September 28, 2010	37,641 Series C convertible redeemable preferred shares	$ 136,500.00	Regulation S under the Securities Act
Trustbridge Partners III, L.P.	September 28, 2010	5,356,111 Series C convertible redeemable preferred shares	$ 19,423,158.00	Regulation S under the Securities Act
Ceyuan Ventures II, L.P.	March 23, 2012	Convertible note	$ 4,333,050.00	Regulation S under the Securities Act
Ceyuan Ventures Advisors Fund II, LLC	March 23, 2012	Convertible note	$ 166,950.00	Regulation S under the Securities Act
GSR Ventures III, L.P.	March 23, 2012	Convertible note	$ 3,430,000.00	Regulation S under the Securities Act
Banean Holdings Ltd	March 23, 2012	Convertible note	$ 70,000.00	Regulation S under the Securities Act
Directors, officers, advisors and employees	Various dates	Options to purchase 3,046,250 ordinary shares and 2,742,581 restricted ordinary shares	Services to our company	Rule 701 under the Securities Act

Item 8. ***Exhibits and Financial Statement Schedules***

(a)

Exhibits

See Exhibit Index beginning on page II-6 of this Registration Statement.

(b)

Financial Statement Schedules.

All supplement schedules are omitted because of the absence of conditions under which they are required or because the information is shown in the financial statements or notes thereto.

Item 9. ***Undertakings***

The undersigned registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant under the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant under Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) For the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(4) For the purpose of determining any liability under the Securities Act of 1933, that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, People's Republic of China, on June 5, 2013.

LIGHTINTHEBOX HOLDING CO., LTD.

By: /s/ QUJI (ALAN) GUO

Name: Quji (Alan) GUO
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ QUJI (ALAN) GUO Quji (Alan) GUO	Chairman and Chief Executive Officer (principal executive officer)	June 5, 2013
* Xin (Kevin) WEN	Director	June 5, 2013
* Liang ZHANG	Director	June 5, 2013
* Jun LIU	Director	June 5, 2013
* Jin-Choon (Richard) LIM	Director	June 5, 2013
* Bo FENG	Director	June 5, 2013
* Ye YUAN	Director	June 5, 2013
* Shujun LI	Director	June 5, 2013
/s/ ZHENG (RICHARD) XUE Zheng (Richard) XUE	Chief Financial Officer (principal financial and accounting officer)	June 5, 2013

*By: /s/ QUJI (ALAN) GUO

Name: Quji (Alan) GUO
Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of LightInTheBox Holding Co., Ltd. has signed this registration statement or amendment thereto in New York on June 5, 2013.

By: /s/ DIANA ARIAS

Name: Diana Arias
Title: Senior Managing Officer
Law Debenture Corporate Services Inc.

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
1.1	Form of Underwriting Agreement
3.1	Third Amended and Restated Memorandum of Association of the Registrant, as currently in effect
3.2	Form of Fourth Amended and Restated Memorandum of Association of the Registrant
4.1	Form of Ordinary Share Certificate
4.2	Form of Deposit Agreement between the Registrant and The Bank of New York Mellon, as depositary, and Owners and Holders of the American Depositary Shares issued therein
4.3	Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 4.2)
4.4	Series A Preferred Share Purchase Agreement, dated as of April 8, 2008, among the Registrant, Light In The Box Limited, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC and certain other persons named therein
4.5	Amendment to Series A Preferred Share Purchase Agreement, dated as of September 1, 2008, among the Registrant, Light In The Box Limited, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC and certain other persons named therein
4.6	Series B Preferred Share Purchase Agreement, dated as of June 26, 2009, among the Registrant, Light In The Box Limited, Lanting Jishi Trade (Shenzhen) Co. Ltd., Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P. and certain other persons named therein
4.7	Series C Preferred Share Purchase Agreement, dated as of September 28, 2010, among the Registrant, Light In The Box Limited, Lanting Jishi Trade (Shenzhen) Co. Ltd., Shenzhen Lanting Huitong Technologies Co., Ltd., Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P., Banean Holdings Ltd, Trustbridge Partners III, L.P. and certain other persons named therein
4.8	Convertible Note Purchase Agreement, dated as of March 22, 2012, among the Registrant, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P. and Banean Holdings Ltd
4.9	Second Amended and Restated Shareholders Agreement, dated as of September 28, 2010, among the Registrant, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P., Banean Holdings Ltd, Trustbridge Partners III, L.P. and certain other persons named therein
4.10	Second Amended and Restated Restricted Share Agreement, dated as of September 28, 2010, among the Registrant, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P., Banean Holdings Ltd, Trustbridge Partners III L.P. and certain other persons named therein
4.11	Amended and Restated Right of First Refusal and Co-Sale Agreement, dated as of September 28, 2010, among the Registrant, Ceyuan Ventures II, L.P., Ceyuan Ventures Advisors Fund II, LLC, GSR Ventures III, L.P., Banean Holdings Ltd, Trustbridge Partners III L.P. and certain other persons named therein
5.1	Opinion of Maples and Calder regarding the issue of ordinary shares being registered
8.1	Opinion of Simpson Thacher & Bartlett LLP regarding certain U.S. federal tax matters

Exhibit No.	Description of Exhibit
8.2	Opinion of Maples and Calder regarding certain Cayman Islands tax matters (included in Exhibit 5.1)
8.3	Opinion of TransAsia Lawyers regarding certain PRC tax matters
10.1	Amended and Reinstated 2008 Share Incentive Plan of the Registrant
10.2	Form of Indemnification Agreement between the Registrant and its directors and executive officers
10.3	Form of Employment Agreement between the Registrant and its executive officers
10.4	Exclusive Technical and Consulting Service Agreement between Lanting Jishi and Lanting Huitong
10.5	Business Operation Agreement among Lanting Jishi, Lanting Huitong and Lanting Huitong's shareholders
10.6	Equity Disposal Agreement among Lanting Jishi, Lanting Huitong and Lanting Huitong's shareholders
10.7	Share Pledge Agreement among Lanting Jishi, Lanting Huitong and Lanting Huitong's shareholders
10.8	Powers of Attorney issued by each of Lanting Huitong's shareholders
10.9	Spousal Consent Letters issued by spouses of certain shareholders of Lanting Huitong
10.10	Exclusive Technical and Consulting Service Agreement between Lanting Jishi and Lanting Gaochuang
10.11	Business Operation Agreement among Lanting Jishi, Lanting Gaochuang and Lanting Gaochuang's shareholders
10.12	Equity Disposal Agreement among Lanting Jishi, Lanting Gaochuang and Lanting Gaochuang's shareholders
10.13	Share Pledge Agreement among Lanting Jishi, Lanting Gaochuang and Lanting Gaochuang's shareholders
10.14	Loan Agreement between Mr. Quji (Alan) GUO and Lanting Jishi
10.15	Powers of Attorney issued by each of Lanting Gaochuang's shareholders
12.1	Calculation of growth in revenue attributed to repeat customers from January 1, 2008 to March 31, 2013
21.1	Subsidiaries of Registrant
23.1	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP
23.2	Consent of Maples and Calder (included in Exhibit 5.1)
23.3	Consent of TransAsia Lawyers (included in Exhibit 99.2)
23.4	Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 8.1)
23.5	Consent of iResearch Consulting Group
23.6	Consent of Sean SHAO
23.7	Consent of Kai-Fu LEE
24.1	Powers of Attorney (included on the signature page in Part II of this Registration Statement)
99.1	Code of Business Conduct and Ethics of the Registrant
99.2	Opinion of TransAsia Lawyers regarding certain PRC legal matters

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Exhibit No.	Description of Exhibit
99.3	Revised Draft Registration Statement on Form F-1, dated August 3, 2012
99.4	Revised Draft Registration Statement on Form F-1, dated May 21, 2012
99.5	Revised Draft Registration Statement on Form F-1, dated April 11, 2012

Previously filed.