

Wix.com Ltd.
Form SC 13G/A
January 31, 2017

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

SCHEDULE 13G

(RULE 13D - 102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(b), (c) AND (d) AND
AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. 3)*

Wix.com Ltd.

(Name of Issuer)

Ordinary shares, par value NIS 0.01 per share

(Title of Class of Securities)

M98068105

(CUSIP Number)

January 3, 2017

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Robert S. Pitts, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,824,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,824,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,824,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%

12. TYPE OF REPORTING PERSON

IN

1. NAMES OF REPORTING PERSONS

Steadfast Capital Management LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,632,166

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,632,166

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,632,166

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.6%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast Advisors LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

157,864

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

157,864

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

157,864

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast Long Financial LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

33,970

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

33,970

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,970

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

157,864

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

157,864

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

157,864

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

American Steadfast, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,289,819

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,289,819

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,289,819

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.0%

12. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS

Steadfast International Master Fund Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

2,342,347

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,342,347

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,342,347

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON

CO

1. NAMES OF REPORTING PERSONS

Steadfast Long Capital, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☒

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

33,970

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

33,970

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,970

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 1%

12. TYPE OF REPORTING PERSON

PN

This statement is filed with respect to the Ordinary Shares (the "Ordinary Shares") of Wix.com Ltd. (the "Issuer") beneficially owned by the Reporting Persons (as defined below) as of January 3, 2017 and amends and supplements the Schedule 13G filed on December 8, 2014, as previously amended (collectively, the "Schedule 13G"). Except as set forth herein, the Schedule 13G is unmodified.

Item 2(a). Name of Persons Filing:

The names of the persons filing this statement on Schedule 13G (collectively, the "Reporting Persons") are:

- Robert S. Pitts, Jr., a United States Citizen ("Mr. Pitts").
- Steadfast Capital Management LP, a Delaware limited partnership (the "Investment Manager").
- Steadfast Advisors LP, a Delaware limited partnership (the "Managing General Partner").
- Steadfast Long Financial LP, a Delaware limited partnership (the "Long Investment Manager").
- Steadfast Capital, L.P., a Delaware limited partnership ("Steadfast Capital").
- American Steadfast, L.P., a Delaware limited partnership ("American Steadfast").
- Steadfast International Master Fund Ltd., a Cayman Islands exempted company (the "Offshore Fund").
- Steadfast Long Capital, L.P., a Delaware limited partnership ("Long Capital").

Mr. Pitts is the controlling principal of the Investment Manager, the Managing General Partner and the Long Investment Manager. The Managing General Partner has the power to vote and dispose of the securities held by Steadfast Capital. The Investment Manager has the power to vote and dispose of the securities held by American Steadfast and the Offshore Fund. The Long Investment Manager has the power to vote and dispose of the securities held by Long Capital.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The business address of each of Mr. Pitts, the Investment Manager, the Managing General Partner, the Long Investment Manager, Steadfast Capital, American Steadfast and Long Capital is 450 Park Avenue, 20th Floor, New York, New York 10022.

The business address of the Offshore Fund is c/o Esera Trust (Cayman) Ltd., Clifton House, 75 Fort Street, P.O. Box 1350, George Town, Grand Cayman KY1-1108, Cayman Islands.

Item 2(c). Citizenship:

Mr. Pitts is a citizen of the United States.

Each of the Investment Manager, the Managing General Partner, the Long Investment Manager, Steadfast Capital, American Steadfast and Long Capital is a limited partnership formed under the laws of the State of Delaware.

The Offshore Fund is an exempted company formed under the laws of the Cayman Islands.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) Mr. Pitts beneficially owns 3,824,000 Ordinary Shares.
- (ii) The Investment Manager beneficially owns 3,632,166 Ordinary Shares.
- (iii) The Managing General Partner beneficially owns 157,864 Ordinary Shares.
- (iv) The Long Investment Manager beneficially owns 33,970 Ordinary Shares
- (v) Steadfast Capital owns 157,864 Ordinary Shares.
- (vi) American Steadfast owns 1,289,819 Ordinary Shares.
- (vii) The Offshore Fund owns 2,342,347 Ordinary Shares.
- (viii) Long Capital owns 33,970 Ordinary Shares.
- (ix) Collectively, the Reporting Persons beneficially own 3,824,000 Ordinary Shares.

(b) Percent of class:

- (i) Mr. Pitts' beneficial ownership of 3,824,000 Ordinary Shares represents 9.0% of the outstanding Ordinary Shares.
 - (ii) The Investment Manager's beneficial ownership of 3,632,166 Ordinary Shares represents 8.6% of the outstanding Ordinary Shares.
 - (iii) The Managing General Partner's beneficial ownership of 157,864 Ordinary Shares represents less than 1% of the outstanding Ordinary Shares.
 - (iv) The Long Investment Manager's beneficial ownership of 33,970 Ordinary Shares represents less than 1% of the outstanding Ordinary Shares.
 - (v) Steadfast Capital's beneficial ownership of 157,864 Ordinary Shares represents less than 1% of the outstanding Ordinary Shares.
 - (vi) American Steadfast's beneficial ownership of 1,289,819 Ordinary Shares represents 3.0% of the outstanding Ordinary Shares.
 - (vii) The Offshore Fund's beneficial ownership of 2,342,347 Ordinary Shares represents 5.5% of the outstanding Ordinary Shares.
 - (viii) Long Capital's beneficial ownership of 33,970 Ordinary Shares represents less than 1% of the outstanding Ordinary Shares.
 - (ix) Collectively, the Reporting Persons' beneficial ownership of 3,824,000 Ordinary Shares represents 9.0% of the outstanding Ordinary Shares.
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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote of Ordinary Shares:

Not applicable.

(ii) Shared power to vote or to direct the vote of Ordinary Shares:

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to vote or direct the vote of the 157,864 Ordinary Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 1,289,819 Ordinary Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to vote or direct the vote of the 2,342,347 Ordinary Shares beneficially owned by the Offshore Fund.

Long Capital has shared power with the Long Investment Manager and Mr. Pitts to vote or direct the vote of the 33,970 Ordinary Shares beneficially owned by Long Capital.

(iii) Sole power to dispose or to direct the disposition of Ordinary Shares:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of Ordinary Shares:

Steadfast Capital has shared power with the Managing General Partner and Mr. Pitts to dispose or direct the disposition of the 157,864 Ordinary Shares beneficially owned by Steadfast Capital.

American Steadfast has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 1,289,819 Ordinary Shares beneficially owned by American Steadfast.

The Offshore Fund has shared power with the Investment Manager and Mr. Pitts to dispose or direct the disposition of the 2,342,347 Ordinary Shares beneficially owned by the Offshore Fund.

Long Capital has shared power with the Long Investment Manager and Mr. Pitts to dispose or direct the disposition of the 33,970 Ordinary Shares beneficially owned by Long Capital.

Item 8. Identification and Classification of Members of the Group.

See Exhibit B.

Item 10. Certification.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: January 31, 2017

STEADFAST

CAPITAL

MANAGEMENT LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
ADVISORS LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST LONG
FINANCIAL LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
CAPITAL, L.P.

By: STEADFAST
ADVISORS LP, as
Managing General
Partner

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.

President

AMERICAN
STEADFAST, L.P.
By: STEADFAST
CAPITAL
MANAGEMENT LP,
Attorney-in-Fact

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
INTERNATIONAL
MASTER FUND LTD.

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
Director

/s/ Robert S. Pitts, Jr.
Robert S. Pitts, Jr.

STEADFAST LONG
CAPITAL, L.P.
By: STEADFAST
LONG FINANCIAL
LP, Attorney-in-Fact

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

EXHIBIT A
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Ordinary Shares of Wix.com Ltd. dated January 31, 2017 is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: January 31, 2017

STEADFAST
CAPITAL
MANAGEMENT LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
ADVISORS LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST LONG
FINANCIAL LP

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
CAPITAL, L.P.
By: STEADFAST
ADVISORS LP, as
Managing General
Partner

By:

/s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

AMERICAN
STEADFAST, L.P.
By: STEADFAST
CAPITAL
MANAGEMENT LP,
Attorney-in-Fact

By: /s/
Robert S.
Pitts, Jr.
Robert S.
Pitts, Jr.
President

STEADFAST
INTERNATIONAL
MASTER FUND LTD.

By: /s/ Robert S. Pitts, Jr.
Robert S. Pitts, Jr.
Director

/s/ Robert S. Pitts, Jr.
Robert S. Pitts, Jr.

STEADFAST LONG
CAPITAL, L.P.
By: STEADFAST LONG
FINANCIAL LP,
Attorney-in-Fact

By: /s/ Robert S. Pitts, Jr.
Robert S. Pitts, Jr.
President

EXHIBIT B

Robert S. Pitts, Jr.

Steadfast Capital Management LP

Steadfast Advisors LP

Steadfast Long Financial LP

Steadfast Capital, L.P.

American Steadfast, L.P.

Steadfast International Master Fund Ltd.

Steadfast Long Capital, L.P.