

Wix.com Ltd.  
Form SC 13G/A  
February 09, 2018

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

(Amendment No. 4)\*

Wix.com Ltd.

(Name of Issuer)

Ordinary Shares, NIS 0.01 Par Value

(Title of Class of Securities)

M98068105

(CUSIP Number)

December 31, 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 the  
disclosures provided in a prior cover page.

The information required in 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 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).

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II Investments S.a.r.l.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

SEC USE ONLY

3. CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

NUMBER OF SHARED VOTING POWER  
SHARES

BENEFICIALLY OWNED BY 6 4,463,319 (1)

EACH SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 7 0

SHARED DISPOSITIVE POWER

8

4,463,319 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 9.8% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

OO

(1) As of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove Partners SCSp

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

SEC USE ONLY

3. CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 67,171 (1)

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 67,171 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 67,171 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 0.1% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

PN

(1) As of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II S.C.A. SICAR

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

6 4,463,319 (1)

OWNED BY  
EACH  
REPORTING

SOLE DISPOSITIVE POWER

PERSON WITH

7 0

SHARED DISPOSITIVE POWER

8 4,463,319 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 9.8% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

PN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove II Management SA

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 4,463,319 (1)

SOLE DISPOSITIVE POWER

7 0

SHARED DISPOSITIVE POWER

8 4,463,319 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,463,319 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 9.8% (2)



TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

OO

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mangrove Founders S.a.r.l.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

SEC USE ONLY

3. CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Luxembourg

SOLE VOTING POWER

5 0

NUMBER OF SHARED VOTING POWER

SHARES BENEFICIALLY 6 67,171 (1)

OWNED BY EACH SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 7 0

SHARED DISPOSITIVE POWER

8 67,171 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 67,171 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10. ☐

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 0.1% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

OO

(1) Held by Mangrove Partners SCSp as of December 31, 2017.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Willibrord Ehse

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Germany

SOLE VOTING POWER

5 0

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

6 4,530,490 (1)

OWNED BY  
EACH  
REPORTING

SOLE DISPOSITIVE POWER

PERSON WITH

7 0

SHARED DISPOSITIVE POWER

8 4,530,490 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,530,490 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11.

10.0% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

IN

(1) As of December 31, 2017, and consisting of (i) 4,463,319 shares held by Mangrove II Investments S.a.r.l. and (ii) 67,171 shares held by Mangrove Partners SCSp.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Hans-Jürgen Schmitz

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a) ☐ (b) ☐

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. Germany

SOLE VOTING POWER

5 0

NUMBER OF SHARED VOTING POWER  
SHARES

BENEFICIALLY OWNED BY 6 4,530,490 (1)

EACH SOLE DISPOSITIVE POWER

REPORTING 7  
PERSON WITH 0

SHARED DISPOSITIVE POWER

8 4,530,490 (1)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,530,490 (1)

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 10.0% (2)

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

IN

(1) As of December 31, 2017, and consisting of (i) 4,463,319 shares held by Mangrove II Investments S.a.r.l. and (ii) 67,171 shares held by Mangrove Partners SCSp.

(2) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

NAMES OF REPORTING PERSONS

1. Mark Tluszcz

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)

2. (a) ☐ (b) ☐

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4. United States

SOLE VOTING POWER

<sup>5</sup> 10,131(1)

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

<sup>6</sup> 4,463,319 (2)

OWNED BY  
EACH

SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

<sup>7</sup> 10,131 (1)

SHARED DISPOSITIVE POWER

<sup>8</sup> 4,463,319 (2)

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

9. 4,473,450

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES  
(SEE INSTRUCTIONS) ☐

10.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW 9

11. 9.8% (3)



TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12.

IN

(1) Includes 7,197 Shares issuable upon exercise of vested options to purchase Ordinary Shares.

(2) Held by Mangrove II Investments S.a.r.l. as of December 31, 2017.

(3) Based on 45,456,521 Shares outstanding as of May 22, 2017, as reported in the Issuer's Proxy Statement filed as Exhibit 99.1 to the Report on Form 6-K filed with the Securities and Exchange Commission on May 25, 2017.

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CUSIP NO. M98068105

AMENDMENT NO. 4 TO SCHEDULE 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Ordinary Shares of the Issuer on September 4, 2015, Amendment No. 1 thereto filed on September 4, 2015, Amendment No. 2 thereto filed on March 11, 2016 and Amendment No. 3 thereto filed on January 24, 2017 (as so amended, the "Schedule 13G"). As stated in the Schedule 13G, the Shares reported therein had been previously reported by the Reporting Persons on a Schedule 13D filed with the Securities and Exchange Commission on February 25, 2014. The Reporting Persons subsequently determined that they were eligible to report their ownership on a Schedule 13G. Accordingly, the Reporting Persons will continue to file all required statements relating to their beneficial ownership of the Shares on Schedule 13G, for so long as they are required and eligible to do so.

The Schedule 13G is amended and restated as follows:

Item  
1(a). Name of Issuer:

Wix.com Ltd.

Item  
1(b). Address of Issuer's Principal Executive Offices:

40 Namal Tel Aviv Street  
Tel Aviv, 6350671 Israel

Item  
2(a). Name of Person Filing:

This Statement is being filed by the following persons (each a "Reporting Person" and, collectively, the "Reporting Persons"):

- (i) Mangrove II Investments S.à.r.l., a Luxembourg private limited liability company
- (ii) Mangrove Partners SCSp, a Luxembourg partnership
- (iii) Mangrove II S.C.A. SICAR, a Luxembourg partnership limited by shares
- (iv) Mangrove II Management SA, a Luxembourg private limited liability company
- (v) Mangrove Founders S.à.r.l., a Luxembourg private limited liability company
- (vi) Hans-Jürgen Schmitz
- (vii) Mark Tluszczyński
- (viii) Willibrord Ehse

The Shares reported herein are directly beneficially owned by Mangrove II Investments S.à.r.l. and Mangrove Partners SCSp.

Mangrove II S.C.A. SICAR owns 100% of the share capital of Mangrove II Investments S.à.r.l.

Mangrove II Management SA is the general partner and manager of Mangrove II S.C.A. SICAR. As of the date of this filing Messrs. Schmitz, Tluszcz and Ehses are the directors of Mangrove II Management SA.

Mangrove Founders S.à.r.l. is the general partner of Mangrove Partners SCSp. As of the date of this filing Messrs. Schmitz and Ehses are the managers of Mangrove Founders S.à.r.l.

The Reporting Persons are making this single, joint filing because they may be deemed to be a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), however this filing shall not be deemed an affirmation that such a group exists for the purposes of the Act or for any other purpose, and each Reporting Person expressly disclaims beneficial ownership of any securities beneficially owned by any other person. The agreement among the Reporting Persons to file jointly is attached hereto as Exhibit A.

CUSIP NO. M98068105

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

C/O  
Mangrove  
Capital  
Partners, 31,  
Boulevard  
Joseph II,  
L-1840  
Luxembourg

Item 2(c). Citizenship:

(i) Mangrove  
II  
Investments  
S.à.r.l.:  
Luxembourg

(ii)  
Mangrove  
Partners  
SCSp:  
Luxembourg

(iii)  
Mangrove II  
S.C.A.  
SICAR:  
Luxembourg

(iv)  
Mangrove II  
Management  
SA.:  
Luxembourg

(v) Mangrove  
Founders  
S.à.r.l.:  
Luxembourg

(vi)  
Willibrord  
Ehse:  
Germany

(vii)  
Hans-Jürgen  
Schmitz:  
Germany

(viii) Mark  
Tluszc:  
United States

Item 2(d). Title of Class  
of Securities:

Ordinary  
Shares, par  
value NIS  
0.01 per  
share  
("Shares")

Item 2(e). CUSIP  
Number:

M98068105

Item 3. If this  
statement is  
filed pursuant  
to Rule  
13d-1(b) or  
Rule  
13d-2(b) or  
(c), check  
whether the  
person filing  
is:

Not  
Applicable

Item 4. Ownership.

The  
information  
set forth in  
the cover  
pages of this

Amendment  
No. 4 to  
Schedule  
13G is  
incorporated  
herein by  
reference.

Item 5. Ownership of  
Five Percent  
or Less of a  
Class.

Not  
applicable.

Item 6. Ownership of  
More than  
Five Percent  
on Behalf of  
Another  
Person.

Not  
applicable.

Item 7. Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security Being  
Reported on  
by the Parent  
Holding  
Company.

Not  
applicable.

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

See Item 2(a)

Item 9.

Notice of  
Dissolution of  
Group.

Not  
applicable.

Item 10. Certification.

Not  
applicable.

CUSIP NO. M98068105

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated February 9, 2018 MANGROVE II INVESTMENTS  
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Mark Tluszcz  
Mark Tluszcz  
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Willibrord Ehse  
Willibrord Ehse  
Title: Manager

MANGROVE II S.C.A. SICAR

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Director

By: /s/ Mark Tluszcz  
Mark Tluszcz  
Title: Director

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Director

By: /s/ Mark Tluszcz  
Mark Tluszcz  
Title: Director





CUSIP NO. M98068105

MANGROVE FOUNDERS  
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Willibrord Ehse  
Willibrord Ehse  
Title: Manager

/s/ Willibrord Ehse  
Willibrord Ehse  
Individually

/s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Individually

/s/ Mark Tluszc  
Mark Tluszc  
Individually

CUSIP NO. M98068105

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 4 to Schedule 13G to which this Agreement is annexed as Exhibit A, and any further amendments thereto, is and will be filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated February 9, 2018 MANGROVE II INVESTMENTS  
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Mark Tluszcz  
Mark Tluszcz  
Title: Manager

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Willibrord Ehse  
Willibrord Ehse  
Title: Manager

MANGROVE II S.C.A. SICAR

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Director

By: /s/ Mark Tluszcz  
Mark Tluszcz  
Title: Director

MANGROVE II MANAGEMENT SA

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Director

By: /s/ Mark Tluszcz

Mark Tluszcz  
Title: Director

CUSIP NO. M98068105

MANGROVE FOUNDERS  
S.À.R.L.

By: /s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Title: Manager

By: /s/ Willibrord Ehse  
Willibrord Ehse  
Title: Manager

/s/ Willibrord Ehse  
Willibrord Ehse  
Individually

/s/ Hans-Jürgen Schmitz  
Hans-Jürgen Schmitz  
Individually

/s/ Mark Tluszc  
Mark Tluszc  
Individually