

Wix.com Ltd.  
Form SC 13G/A  
March 11, 2016

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. 2)\*

Wix.com Ltd.  
(Name of Issuer)  
Ordinary Shares, NIS 0.01 Par Value  
(Title of Class of Securities)  
M98068105  
(CUSIP Number)  
December 31, 2015  
(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).

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II Investments S.a.r.l.

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,155,158 (1)

SOLE DISPOSITIVE POWER

8

0

SHARED DISPOSITIVE POWER

8,155,158 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,155,158 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) As of December 31, 2015, and including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove Partners SCSp

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5

SOLE VOTING POWER

0

SHARED VOTING POWER

NUMBER OF  
SHARES

6

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

123,301

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

8

123,301

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,301

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3% (1)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II S.C.A. SICAR

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,155,158 (1)

SOLE DISPOSITIVE POWER

8

0

SHARED DISPOSITIVE POWER

8,155,158 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,155,158 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2015, and including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove II Management SA

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,155,158 (1)

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

8,155,158 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,155,158 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2015, and including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mangrove Founders S.a.r.l.

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Luxembourg

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

123,301 (1)  
SOLE DISPOSITIVE POWER

8

0  
SHARED DISPOSITIVE POWER

123,301 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

123,301 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) Held by Mangrove Partners SCSp as of December 31, 2015.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Willibrord Ehse

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,278,459 (1)

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

8,278,459 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,278,459 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.8% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) As of December 31, 2015, and consisting of (i) 8,155,158 shares held by Mangrove II Investments S.a.r.l. (including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015) and (ii) 123,301 shares held by Mangrove Partners SCSp.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015. \

Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Hans-Jürgen Schmitz

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,278,459 (1)

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

8,278,459 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,278,459 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.8% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) As of December 31, 2015, and consisting of (i) 8,155,158 shares held by Mangrove II Investments S.a.r.l. (including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015) and (ii) 123,301 shares held by Mangrove Partners SCSp.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.



Cusip No. M98068105

1. NAMES OF REPORTING PERSONS

Mark Tluszcz

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

(a) ☐ (b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

0

NUMBER OF  
SHARES

6

SHARED VOTING POWER

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

7

8,155,158 (1)

SOLE DISPOSITIVE POWER

8

0

SHARED DISPOSITIVE POWER

8,155,158 (1)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,155,158 (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.5% (2)

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2015, and including 44,469 shares issuable upon exercise of options to purchase Ordinary Shares exercisable at or within 60 days of December 31, 2015.

(2) Based on 39,694,307 Shares outstanding as of August 13, 2015, 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 August 17, 2015.

Cusip No. M98068105

AMENDMENT NO. 2 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 and Amendment No. 1 thereto filed on September 4, 2015 (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 Tluszcz

(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.

Cusip No. M98068105

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.

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. 2 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.

12

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.

13

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: March 11, 2016

MANGROVE II INVESTMENTS S.À.R.L.

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

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

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS  
S.À.R.L.

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

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

MANGROVE II S.C.A. SICAR

By: MANGROVE II  
MANAGEMENT SA

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

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

Cusip No. M98068105

MANGROVE II MANAGEMENT SA

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

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

MANGROVE FOUNDERS S.À.R.L.

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

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

/s/ Willibrord Ehse  
Willibrord Ehse, Individually

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

/s/ Mark Tluszcz  
Mark Tluszcz, Individually



Cusip No. M98068105

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 1 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: March 11, 2016

MANGROVE II INVESTMENTS S.À.R.L.

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

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

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS  
S.À.R.L.

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

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

MANGROVE II S.C.A. SICAR

By: MANGROVE II MANAGEMENT  
SA

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

By: /s/ Mark Tluszcz

|        |              |
|--------|--------------|
| Name:  | Mark Tluszcz |
| Title: | Director     |

Cusip No. M98068105

MANGROVE II MANAGEMENT SA

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

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

MANGROVE FOUNDERS S.À.R.L.

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

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

/s/ Willibrord Ehse  
Willibrord Ehse, Individually

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

/s/ Mark Tluszcz  
Mark Tluszcz, Individually

