

Wix.com Ltd.
Form SC 13G/A
February 12, 2019

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. 5)*

Wix.com Ltd.

(Name of Issuer)

Ordinary Shares, NIS 0.01 Par Value

(Title of Class of Securities)

M98068105

(CUSIP Number)

December 31, 2018

(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).

1

CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Mangrove II Investments S.a.r.l.	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
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
6	SHARED VOTING POWER	3,118,019 (1)
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	3,118,019 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,118,019 (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	6.6% (2)

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS) OO

(1) As of December 31, 2018.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

2

CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Mangrove Partners SCSp	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Luxembourg
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	47,071 (1)
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	47,071 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	47,071 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	Less than 0.1% (2)

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

PN

(1) As of December 31, 2018.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

3

CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Mangrove II S.C.A. SICAR	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Luxembourg
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	3,118,019 (1)
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	3,118,019 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,118,019 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	6.4% (2)

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

PN

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2018.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

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CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Mangrove II Management SA	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
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
6	SHARED VOTING POWER	3,118,019 (1)
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	3,118,019 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,118,019 (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	6.4% (2)

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS) OO

(1) Held by Mangrove II Investments S.a.r.l. as of December 31, 2018.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

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CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Mangrove Founders S.a.r.l.	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Luxembourg
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	47,071 (1)
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	47,071 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	47,071 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	Less than 0.1% (2)

12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	OO
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(1) Held by Mangrove Partners SCSp as of December 31, 2018.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

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CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Willibrord Ehses	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
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
6	SHARED VOTING POWER	3,165,090 (1)
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	3,165,090 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,165,090 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	[]
11	PERCENT OF CLASS REPRESENTED BY	6.5% (2)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

AMOUNT IN ROW 9

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)

IN

(1) As of December 31, 2018, and consisting of (i) 3,118,019 shares held by Mangrove II Investments S.a.r.l. and (ii) 47,071 shares held by Mangrove Partners SCSp.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

7

CUSIP No. M98068105

	NAMES OF REPORTING PERSONS	
	Hans-Jürgen Schmitz	
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Germany
5	SOLE VOTING POWER	0
6	SHARED VOTING POWER	3,165,090 (1)
7	SOLE DISPOSITIVE POWER	0
8	SHARED DISPOSITIVE POWER	3,165,090 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,165,090 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY	6.5% (2)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

AMOUNT IN ROW 9

12

TYPE OF REPORTING
PERSON (SEE INSTRUCTIONS) IN

(1) As of December 31, 2018, and consisting of (i) 3,118,019 shares held by Mangrove II Investments S.a.r.l. and (ii) 47,071 shares held by Mangrove Partners SCSp.

(2) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

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CUSIP No. M98068105

NAMES OF REPORTING PERSONS

Mark Tluszcz

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

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 25,320 (1)

6 SHARED VOTING POWER 3,118,019 (2)

7 SOLE DISPOSITIVE POWER 25,320 (1)

8 SHARED DISPOSITIVE POWER 3,118,019 (2)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,143,339

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 6.5% (3)

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS) IN

(1) Includes 17,382 Shares issuable upon exercise of options to purchase Ordinary Shares that are vested or will vest by February 28, 2019.

(2) Held by Mangrove II Investments S.a.r.l. as of December 31, 2018.

(3) Based on 48,349,589 Shares outstanding as of August 6, 2018, 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 13, 2018.

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CUSIP No. M98068105

AMENDMENT NO. 5 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, Amendment No. 3 thereto filed on January 24, 2017 and Amendment No. 4 thereto filed on February 9, 2018 (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 NAME OF ISSUER:

1(a) -
Wix.com Ltd.

ITEM ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1(b) -
40 Namal Tel Aviv Street
Tel Aviv, 6350671 Israel

ITEM NAME OF PERSON FILING:

2(a) -
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 Tluszczyk
- (viii) Willibrord Eheses

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 Ehse 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 Ehse 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.

ITEM ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

2(b) -

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

ITEM CITIZENSHIP:

2(c) -

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 Tluszcz: United States

ITEM TITLE OF CLASS OF SECURITIES:

2(d) -

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

ITEM CUSIP NUMBER:

2(e) -

M98068105

ITEM STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

3 -

Not Applicable.

ITEM OWNERSHIP:

4 -

The information set forth in the cover pages of this Amendment No. 5 to Schedule 13G is incorporated herein by reference.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

5 -

Not Applicable.

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

6 -

Not Applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

7 -

Not Applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

8 -

See Item 2(a)

ITEM NOTICE OF DISSOLUTION OF GROUP:

9 -

Not Applicable.

ITEM CERTIFICATION:

10 -

Not Applicable.

10

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 11, 2019

MANGROVE II INVESTMENTS S.À.R.L.

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

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

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.A.R.L.

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

By: /s/ Willibrord Eheses
Name: Willibrord Eheses
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: Manager

MANGROVE II MANAGEMENT SA

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

By: /s/ Mark Tluszcz

Name: Mark Tluszcz
Title: Manager

MANGROVE FOUNDERS S.A.R.L.

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

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

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

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

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

CUSIP No. M98068105
EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the Amendment No. 5 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 11, 2019

MANGROVE II INVESTMENTS S.À.R.L.

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

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

MANGROVE PARTNERS SCSp

By: MANGROVE FOUNDERS S.A.R.L.

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

By: /s/ Willibrord Eheses
Name: Willibrord Eheses
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 Pluszcz
Name: Mark Pluszcz
Title: Manager

MANGROVE II MANAGEMENT SA

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

By: /s/ Mark Pluszcz

Name: Mark Tluszcz
Title: Manager

MANGROVE FOUNDERS S.A.R.L.

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

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

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

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

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