

Wix.com Ltd.
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Wix.com Ltd.

(Name of Issuer)

ORDINARY SHARES, NIS 0.01 PER VALUE

(Title of Class of Securities)

M98068105

(CUSIP Number)

December 31, 2016

(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 (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

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer VII & Co. Ltd.

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

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer VII & Co. L.P.

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

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VII L.P.

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

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VII Institutional L.P.

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

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 0
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8. SHARED DISPOSITIVE POWER

WITH

9. 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 0
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

B.V.P. Israel Investors Limited

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

ISRAEL

5. SOLE VOTING POWER

NUMBER OF

SHARES 52,734*
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 52,734*
8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,734*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0.1%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* B.V.P. Israel Investors Limited (BVP Israel) is a wholly owned subsidiary of Deer Management (as defined below), the management company affiliate of the Funds (as defined below), and provides advisory services to Deer Management related to investments in Israel. An employee of BVP Israel who served as the representative of the Funds on the Issuer's board of directors was granted, as director compensation, options and restricted stock units which in the aggregate gave him the right to the shares noted above. Pursuant to a contractual obligation, such employee assigns to B.V.P. Israel any compensation received for his service as a director of the Issuer.

** The percentage of shares beneficially owned as set forth in row 11 above is based on 42,458,660 Ordinary Shares of the Issuer outstanding as of August 4, 2016, as reported in the Notice and Proxy Statement with respect to the Company's 2016 Annual General Meeting of Shareholders, attached as Exhibit 99.1 to the Issuer's Form 6-K, filed on August 9, 2016.

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer Management Co. LLC

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

DELAWARE

5. SOLE VOTING POWER

NUMBER OF

SHARES 52,734*
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 52,734*
8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

52,734*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

0.1%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* Deer Management Company. LLC (Deer Management) is the management company affiliate of the Funds (as defined below). An employee of BVP Israel, a wholly owned subsidiary of Deer Management, who served as the representative of the Funds on the Issuer s board of directors was granted, as director compensation, options and restricted stock units which in the aggregate gave him the right to the shares noted above. Pursuant to a contractual obligation, such employee assigns to B.V.P. Israel any compensation received for his service as a director of the Issuer.

** The percentage of shares beneficially owned as set forth in row 11 above is based on 42,458,660 Ordinary Shares of the Issuer outstanding as of August 4, 2016, as reported in the Notice and Proxy Statement with respect to the Company s 2016 Annual General Meeting of Shareholders, attached as Exhibit 99.1 to the Issuer s Form 6-K, filed on August 9, 2016.

Item 1(a). Name of Issuer:

Wix.com Ltd. (the Issuer)

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

40 Namal Tel Aviv St., Tel Aviv L3 6701101, Israel

Item 2(a). Name of Person Filing:

This statement is being filed by the following persons with respect to the Ordinary Shares (the Shares) of the Issuer.

- (a) Deer VII & Co. Ltd. (Deer VII Ltd), the general partner of Deer VII & Co. L.P. (Deer VII LP);
- (b) Deer VII LP, the sole general partner of each of the Funds (as defined below);
- (c) Bessemer Venture Partners VII L.P. (BVP VII), which directly owns 0 Shares;
- (d) Bessemer Venture Partners VII Institutional L.P. (BVP VII Institutional and, collectively with BVP VII, the Funds), which directly owns 0 Shares;
- (e) B.V.P. Israel Investors Limited (BVP Israel), which directly owns 52,734 Shares; and
- (f) Deer Management Co. LLC (Deer Management), which wholly owns B.V.P. Israel and is the management company affiliate of the Funds.

Deer VII Ltd, Deer VII LP, BVP VII, BVP VII Institutional, BVP Israel, and Deer Management are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

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

The address of the principal business office of Deer VII Ltd, Deer VII LP, BVP VII, BVP VII Institutional, and Deer Management is:

c/o Bessemer Venture Partners

1865 Palmer Avenue; Suite 104

Larchmont, NY 10583

The address of the principal business office of BVP Israel is:

11 HaSadnaot Street

PO Box 12682

Herzliya Pituach

Israel 46733

CUSIP No. M98068105

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Item 2(c). Citizenship:

Deer VII Ltd Cayman Islands

Deer VII LP Cayman Islands

BVP VII Cayman Islands

BVP VII Institutional Cayman Islands

BVP Israel Israel

Deer Management Delaware

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

Ordinary Shares, NIS 0.01 par value

Item 2(e). CUSIP Number:

M98068105

Item 3. Not Applicable.

Item 4. Ownership.

For Deer VII Ltd:

- (a) Amount beneficially owned: 0 Shares
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

For Deer VII LP:

(a) Amount beneficially owned: 0 Shares

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

For BVP VII:

- (a) Amount beneficially owned: 0 Shares
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

For BVP VII Institutional:

- (a) Amount beneficially owned: 0 Shares
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

For BVP IL:

- (a) Amount beneficially owned: 52,734 Shares

- (b) Percent of class: 0.1%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 52,734

 - (ii) Shared power to vote or to direct the vote: 0

 - (iii) Sole power to dispose or to direct the disposition of: 52,734

 - (iv) Shared power to dispose or to direct the disposition of: 0

For Deer Management:

- (a) Amount beneficially owned: 52,734 Shares
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 52,734
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 52,734
 - (iv) Shared power to dispose or to direct the disposition of: 0

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

Yes. The Reporting Persons own 0.1% of the Issuer's Ordinary Shares outstanding.

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.

Exhibit 1 sets forth information regarding the identity of members of a group. The Reporting Persons disclaim membership in a group and this report shall not be deemed an admission by any of the Reporting Persons that they are or may be members of a group for purposes of Rule 13d-5 or for any other purpose.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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

Date: February 14, 2017

DEER VII & CO. LTD.

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

DEER VII & CO. L.P.

By: Deer VII & Co. Ltd, its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

BESSEMER VENTURE PARTNERS VII L.P.

By: Deer VII & Co. L.P., its General Partner

By: Deer VII & Co., Ltd., its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

BESSEMER VENTURE PARTNERS
INSTITUTIONAL VII L.P.

By: Deer VII & Co. LLC, its General Partner

By: Deer VII & Co., Ltd., its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

DEER MANAGEMENT CO. LLC

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

B.V.P. ISRAEL INVESTORS LIMITED

By: /s/ Scott Ring
Name: Scott Ring
Title: Director

EXHIBIT INDEX

Exhibit 1. List of Members of Group