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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2021

Commission File Number: 001-39407

Li Auto Inc.

(Registrant's Name)

**11 Wenliang Street
Shunyi District, Beijing 101399
People's Republic of China**
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

We made an announcement dated September 5, 2021 with The Stock Exchange of Hong Kong Limited in relation to the partial exercise by the joint global coordinators, on behalf of the international underwriters, of the option to purchase additional Class A ordinary shares from us certain stabilizing actions, and the end of the stabilization period in connection with our global offering and listing of Class A ordinary shares on The Stock Exchange of Hong Kong Limited. For details, please refer to exhibit 99.1 to this current report on Form 6-K.

Safe Harbor Statements

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “potential,” “continue,” “ongoing,” “targets,” and similar statements. Statements that are not historical facts, including statements about the allotment and issuance of Class A ordinary shares and additional net proceeds, are or contain forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no guarantee that the allotment and issuance of Class A ordinary shares will be completed as planned, or that the expected benefits from the additional net proceeds will be achieved. You should consider the risk factors included in the registration statement (including any documents incorporated by reference), prospectus, and prospectus supplements that have been filed with the U.S. Securities and Exchange Commission. All information provided in this announcement is as of the date of this announcement and are based on assumptions that we believe to be reasonable as of this date, and we do not undertake any obligation to update any forward-looking statement, except as required under applicable law.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Announcement—Partial Exercise of the Over-Allotment Option Stabilizing Actions and End of Stabilization Period
99.2	Monthly Return for Equity Issuer and Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Li Auto Inc.

By : /s/ Tie Li
Name : Tie Li
Title : Director and Chief Financial Officer

Date: September 7, 2021

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Hong Kong prospectus dated Tuesday, August 3, 2021 (the “**Prospectus**”) issued by Li Auto Inc. (the “**Company**”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”). Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We have filed our registration statement on Form F-3 with the United States Securities and Exchange Commission in connection with the Global Offering.

The Company is controlled through weighted voting rights. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders’ resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR structure, see the section headed “Risk Factors – Risks Relating to Our Corporate Structure” in the Prospectus. Prospective investors should make the decision to invest in the Company only after due and careful consideration.



Li Auto Inc.
理想汽車

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock Code: 2015)

**PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION,
STABILIZING ACTIONS AND END OF STABILIZATION PERIOD**

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company refers to the Prospectus and the allotment results announcement of the Company dated August 11, 2021. On September 3, 2021 (after trading hours), the Joint Global Coordinators, on behalf of the International Underwriters, have partially exercised the Over-allotment Option in respect of an aggregate of 13,869,700 Class A Ordinary Shares (the “**Over-allotment Shares**”), representing approximately 13.87% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

Pursuant to the Stock Borrowing Agreement entered into between Goldman Sachs International and Inspired Elite Investments Limited, Goldman Sachs International has borrowed 15,000,000 Class A Ordinary Shares from Inspired Elite Investments Limited to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return to Inspired Elite Investments Limited of part of the borrowed Class A Ordinary Shares. The Company will allot and issue the Over-allotment Shares at HK\$118.00 per Class A Ordinary Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%), being the International Offer Price.

Approval of Listing

The Listing Committee of the Hong Kong Stock Exchange has granted the approval for the listing of and permission to deal in the Over-allotment Shares. Listing of the Over-allotment Shares on the Main Board of the Hong Kong Stock Exchange will commence at 9:00 a.m. on September 8, 2021.

Total Number of Shares of the Company upon the Partial Exercise of the Over-allotment Option

The Company's total number of issued and outstanding Class A Ordinary Shares immediately before and immediately after the completion of the partial exercise of the Over-allotment Option (assuming the total number of issued and outstanding Class A Ordinary Shares remains unchanged since the Latest Practicable Date, except for the Class A Ordinary Shares issued pursuant to the Global Offering) is 1,696,033,630 Class A Ordinary Shares and 1,709,903,330 Class A Ordinary Shares, respectively. The Company's total number of issued and outstanding Class B Ordinary Shares immediately before and immediately after the completion of the partial exercise of the Over-allotment Option is 355,812,080 Class B Ordinary Shares.

Use of Proceeds

The Company will receive additional net proceeds of approximately HK\$1.6 billion for the issue of the Over-allotment Shares, after deducting estimated offering expenses payable by us in relation to the exercise of the Over-allotment Option. The Company intends to apply the additional net proceeds towards the same purposes as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

PUBLIC FLOAT

The Company confirms that immediately following completion of the partial exercise of the Over-allotment Option, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company announces that the stabilization period in connection with the Global Offering ended on September 5, 2021, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

Goldman Sachs (Asia) L.L.C., as Stabilizing Manager, or any person acting for it during the stabilization period, has undertaken the following stabilizing actions:

- (1) over-allocations of an aggregate of 15,000,000 Class A Ordinary Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) the borrowing of an aggregate of 15,000,000 Class A Ordinary Shares from Inspired Elite Investments Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering;
- (3) successive purchases of an aggregate of 2,418,300 Class A Ordinary Shares in the price range of HK\$101.80 to HK\$118.00 per Class A Ordinary Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilization period. The last purchase made by the Stabilizing Manager on the market during the course of the stabilization period was on August 20, 2021 at the price of HK\$102.40 per Class A Ordinary Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%);
- (4) the sale of an aggregate of 1,288,000 Class A Ordinary Shares in the price range of HK\$118.10 to HK\$119.50 per Class A Ordinary Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%) on the market during the stabilization period; and
- (5) the partial exercise of the Over-allotment Option by the Joint Global Coordinators, on behalf of the International Underwriters, on September 3, 2021, in respect of an aggregate of 13,869,700 Class A Ordinary Shares, representing approximately 13.87% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return to Inspired Elite Investments Limited of part of the borrowed Class A Ordinary Shares under the Stock Borrowing Agreement which were used to cover over-allocations in the International Offering.

By order of the Board
Li Auto Inc.
Xiang Li
Chairman

Hong Kong, September 5, 2021

As of the date of this announcement, the board of directors of the Company comprises Mr. Xiang Li, Mr. Yanan Shen, and Mr. Tie Li as executive directors, Mr. Xing Wang and Mr. Zheng Fan as non-executive directors, and Mr. Hongqiang Zhao, Mr. Zhenyu Jiang, and Prof. Xing Xiao as independent non-executive directors.



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 August 2021

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Li Auto Inc.

Date Submitted: 06 September 2021

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	Yes	
Stock code	02015	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	4,500,000,000	USD	0.0001	USD	450,000	
Increase / decrease (-)	0			USD		
Balance at close of the month	4,500,000,000	USD	0.0001	USD	450,000	

2. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	No	
Stock code	02015	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	500,000,000	USD	0.0001	USD	50,000	
Increase / decrease (-)	0			USD		
Balance at close of the month	500,000,000	USD	0.0001	USD	50,000	

Total authorised/registered share capital at the end of the month: USD 500,000

Remarks:

Balance upon listing on August 12, 2021.
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II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	Yes	
Stock code	02015	Description				
Balance at close of preceding month	1,696,033,630					
Increase / decrease (-)	0					
Balance at close of the month	1,696,033,630					

2. Type of shares	WVR ordinary shares	Class of shares	Class B	Listed on SEHK (Note 1)	No	
Stock code	02015	Description				
Balance at close of preceding month	355,812,080					
Increase / decrease (-)	0					
Balance at close of the month	355,812,080					

Remarks:

Opening balance upon listing on August 12, 2021.
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III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable	Ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		02015					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). 2019 Plan (Share incentive plan adopted on 2/7/2019 as amended from time to time)	55,317,578	Cancelled	-54,000	55,261,578	0	55,261,578	66,913,000
		Others	-2,000				
General Meeting approval date (if applicable) _____							
2). 2020 Plan (Share incentive plan adopted on 9/7/2020 as amended from time to time)	35,485,500	Cancelled	-259,000	35,226,500	0	35,226,500	102,690,000
General Meeting approval date (if applicable) _____							

Total A (Ordinary shares Class A): _____ 0

Total funds raised during the month from exercise of options: HKD _____ 0

Remarks:

Opening balance upon listing on August 12, 2021 (the "Listing Date")

1) Others : -2,000 refers to 2,000 options being exercised. The exercise of 2,000 options was settled using the Class A Ordinary Shares issued to the Depository for bulk issuance of ADSs reserved for further issuances upon the exercise or vesting of awards granted under the Share Incentive Plans.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1)						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). 2028 Notes - convertible senior notes	USD	862,500,000		862,500,000	0	60,861,104
Type of convertibles <u>Bond/Notes</u> Stock code of the Convertibles (if listed on SEHK) (Note 1) _____ Subscription/Conversion price <u>USD 14.17</u> General Meeting approval date (if applicable) _____						

Total C (Ordinary shares Class A): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Type of shares issuable	Ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		02015				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	2019 Plan - restricted shares (Share incentive plan adopted on 2/7/2019 as amended from time to time)			0	0	
2).	2019 Plan - restricted share unit (Share incentive plan adopted on 2/7/2019 as amended from time to time)			0	0	
3).	2020 Plan - restricted shares (Share incentive plan adopted on 9/7/2020 as amended from time to time)			0	0	
4).	2020 Plan - restricted share unit (Share incentive plan adopted on 9/7/2020 as amended from time to time)			0	8,586	

Total D (Ordinary shares Class A): _____0

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares Class A during the month (i.e. Total of A to E) _____0

Total increase / decrease (-) in Ordinary shares Class A during the month (i.e. Total of A to E) _____0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled; (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 3);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks:

Capitalized terms used herein shall have the same meanings as those defined in the Company's prospectus dated August 3, 2021.

Submitted by: Wang Yang

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. “Identical” means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
 - . “type of shares issuable” should be construed as “type of shares repurchased”; and
 - . “issue and allotment date” should be construed as “cancellation date”
6. In the context of redemption of shares:
 - . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
 - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
 - . “type of shares issuable” should be construed as “type of shares redeemed”; and
 - . “issue and allotment date” should be construed as “redemption date”