# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 20549** 

# **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13p-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13p-2(a)

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

# LI AUTO INC.

(Name of Issuer)

Class A Ordinary Shares, par value \$0.0001 per share

(Title of Class of Securities)

**50202M102**<sup>(1)</sup> (CUSIP Number)

Xing Wang
Meituan (formerly known as Meituan Dianping)
Block B&C, Hengjiweiye Building
No.4 Wang Jing East Road, Chaoyang District, Beijing 100102
People's Republic of China
+86 10 5737 6600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### **December 8, 2020**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of \$\$240.13d-1(e), 240.13d-1(g), or 240.13d-1(g), check the following box.  $\square$ 

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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, <i>see</i> the <i>Notes</i> ).
(1) This CUSIP number applies to the Issuer's American depositary shares, each representing two Class A ordinary shares, par value US\$0.0001 per share.

(1)	NAME OF REPORTING PERSONS					
(2)	Xing Wang CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)					
	(a) 🗆					
(3)	SEC USE ONLY					
(4)	SOURCE OF FUNDS (SEE INSTRUCTIONS)					
	PF					
(5)	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)					
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION					
	People's Republic	of Chin	a			
NI	JMBER OF	(7)	SOLE VOTING POWER			
,	SHARES		133,263,086 <sup>(2)</sup>			
		(8)	SHARED VOTING POWER			
BEN	NEFICIALLY		258,171,601 <sup>(3)</sup>			
O	WNED BY	(9)	SOLE DISPOSITIVE POWER			
	EACH	(-)				
RI	EPORTING	(4.0)	133,263,086 <sup>(2)</sup>	_		
DEI	RSON WITH	(10)	SHARED DISPOSITIVE POWER			
FE	KSON WITH		258,171,601 <sup>(3)</sup>			
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	391,434,687 <sup>(2)(3)</sup>					
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)					
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
	21.8% <sup>(4)</sup>					
(14)	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)					
	IN					

- (3) Represents 258,171,601 Class A Ordinary Shares held by Inspired Elite Investments Limited, a company incorporated in British Virgin Islands. Inspired Elite Investments Limited is a wholly owned subsidiary of Meituan, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Xing Wang is a director and the controlling shareholder of Meituan. The business address of Inspired Elite Investments Limited is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. The business address of Meituan is Block B&C, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing 100102, People's Republic of China.
- (4) Percentage ownership is calculated based on 1,795,188,310 ordinary shares outstanding immediately after the completion of the Follow-on Offering (as defined below) of the Issuer (as defined below), comprising of (i) 1,439,376,230 Class A Ordinary Shares, and (ii) 355,812,080 Class B Ordinary Shares (as defined below), as disclosed in the Issuer's prospectus filed with the Commission (as defined below) on December 4, 2020. Class A Ordinary Shares and Class B Ordinary Shares vote together as a single class on all matters submitted to a vote of shareholders of the Issuer, except as may otherwise be required by law. Class B Ordinary Shares are convertible at any time by the holder thereof into Class A Ordinary Shares on a one-for-one basis.

<sup>(2)</sup> Represents 131,883,776 Class A Ordinary Shares (as defined below) held by Zijin Global Inc., and 1,379,310 Class A Ordinary Shares held by Shared Patience Inc. in the form of 689,655 ADSs (as defined below). Zijin Global Inc., a company incorporated in British Virgin Islands, is wholly owned by Crown Holdings Asia Limited, which is wholly owned by Songtao Limited. The entire interest in Songtao Limited is held by a trust that was established by Mr. Xing Wang (as the settlor) for the benefit of Mr. Xing Wang and his family, with the trustee being TMF (Cayman) Ltd. The registered address of Zijin Global Inc. is Sertus Chambers, P.O. Box 905 Quastisky Building, Road Town, Tortola, British Virgin Islands. Shared Patience Inc. is a limited liability company incorporated under the laws of the British Virgin Islands and wholly owned by Mr. Xing Wang. The registered address of Shared Patience Inc. is OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

(1)	NAME OF REPORTING PERSON:				
	Zijin Global Inc.				
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			ATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		
	(a) 🗆				
	(b) □				
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS				
	AF				
(5)	CHECK BOX IF D	DISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 $\square$		
(6)	CITIZENSHIP OR	PLAC	E OF ORGANIZATION		
	British Virgin Islands				
1	Number of	(7)	Sole Voting Power		
	Shares		131,883,776 <sup>(5)</sup>		
E	Beneficially	(8)	Shared Voting Power		
	Owned by		0		
,	•	(9)	Sole Dispositive Power		
	Each Reporting		131,883,776 <sup>(5)</sup>		
			Shared Dispositive Power		
Person With			0		
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	131,883,776 <sup>(5)</sup>				
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
(13)	PERCENT OF CLA	ASS RI	EPRESENTED BY AMOUNT IN ROW (11)		
	7.3%(6)				
(14)	TYPE OF REPORT	ΓING F	ERSON		
	со				

<sup>(5)</sup> Represents 131,883,776 Class A Ordinary Shares held by Zijin Global Inc. a company incorporated in British Virgin Islands. Zijin Global Inc. is wholly owned by Crown Holdings Asia Limited, which is wholly owned by Songtao Limited. The entire interest in Songtao Limited is held by a trust that was established by Mr. Xing Wang (as the settlor) for the benefit of Mr. Xing Wang and his family, with the trustee being TMF (Cayman) Ltd. The registered address of Zijin Global Inc. is Sertus Chambers, P.O. Box 905 Quastisky Building, Road Town, Tortola, British Virgin Islands.

<sup>(6)</sup> Percentage ownership is calculated based on 1,795,188,310 ordinary shares outstanding immediately after the completion of the Follow-on Offering of the Issuer, comprising of (i) 1,439,376,230 Class A Ordinary Shares, and (ii) 355,812,080 Class B Ordinary Shares, as disclosed in the Issuer's prospectus filed with the Commission on December 4, 2020. Class A Ordinary Shares and Class B Ordinary Shares vote together as a single class on all matters submitted to a vote of shareholders of the Issuer, except as may otherwise be required by law. Class B Ordinary Shares are convertible at any time by the holder thereof into Class A Ordinary Shares on a one-for-one basis.

(1)	NAME OF REPORTING PERSON:			
	Meituan (formerly known as Meituan Dianping)			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	(a) □			
	(b) 🗆			
(3)	SEC USE ONLY			
(4)	SOURCE OF FUNDS			
	WC			
(5)	CHECK BOX IF D	ISCLO	SURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 □	
(6)	CITIZENSHIP OR	PLAC	E OF ORGANIZATION	
	Cayman Islands			
N	lumber of	(7)	Sole Voting Power	
	Shares		258,171,601 <sup>(7)</sup>	
D.	eneficially	(8)	Shared Voting Power	
			0	
C	Owned by	(9)	Sole Dispositive Power	
	Each		258,171,601 <sup>(7)</sup>	
Reporting		(10)	Shared Dispositive Power	
Pe	erson With		0	
(11)	AGGREGATE AM	IOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	258,171,601 <sup>(7)</sup>			
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	14.4% <sup>(8)</sup>			
(14)	TYPE OF REPORT	ΓING F	ERSON	
	со			

<sup>(7)</sup> Represents 258,171,601 Class A Ordinary Shares held by Inspired Elite Investments Limited, a company incorporated in British Virgin Islands. Inspired Elite Investments Limited is a wholly owned subsidiary of Meituan, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Xing Wang is a director and the controlling shareholder of Meituan. The business address of Inspired Elite Investments Limited is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. The business address of Meituan is Block B&C, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing 100102, People's Republic of China.

<sup>(8)</sup> Percentage ownership is calculated based on 1,795,188,310 ordinary shares outstanding immediately after the completion of the Follow-on Offering of the Issuer, comprising of (i) 1,439,376,230 Class A Ordinary Shares, and (ii) 355,812,080 Class B Ordinary Shares, as disclosed in the Issuer's prospectus filed with the Commission on December 4, 2020. Class A Ordinary Shares and Class B Ordinary Shares vote together as a single class on all matters submitted to a vote of shareholders of the Issuer, except as may otherwise be required by law. Class B Ordinary Shares are convertible at any time by the holder thereof into Class A Ordinary Shares on a one-for-one basis.

(1)	NAME OF DEDOL	DTING DEDCOM.			
(1)	NAME OF REPORTING PERSON:				
	Inspired Elite Investments Limited				
(2)	CHECK THE APP	PROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)			
	$(a) \ \Box$				
	(b) □				
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS				
	WC				
(5)	CHECK BOX IF D	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2			
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION				
	British Virgin Islands				
	Number of	(7) Sole Voting Power			
	Shares	258,171,601 <sup>(9)</sup>			
]	Beneficially	(8) Shared Voting Power			
	Owned by	0			
	•	(9) Sole Dispositive Power			
	Each	258,171,601 <sup>(9)</sup>			
	Reporting	(10) Shared Dispositive Power			
]	Person With	0			
(11)	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	258,171,601 <sup>(9)</sup>				
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
(13)	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	14.4% <sup>(10)</sup>				
(14)	TYPE OF REPORT	TING PERSON			

<sup>(9)</sup> Represents 258,171,601 Class A Ordinary Shares held by Inspired Elite Investments Limited, a company incorporated in British Virgin Islands. Inspired Elite Investments Limited is a wholly owned subsidiary of Meituan, a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Xing Wang is a director and the controlling shareholder of Meituan. The business address of Inspired Elite Investments Limited is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands. The business address of Meituan is Block B&C, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing 100102, People's Republic of China.

<sup>(10)</sup> Percentage ownership is calculated based on 1,795,188,310 ordinary shares outstanding immediately after the completion of the Follow-on Offering of the Issuer, comprising of (i) 1,439,376,230 Class A Ordinary Shares, and (ii) 355,812,080 Class B Ordinary Shares, as disclosed in the Issuer's prospectus filed with the Commission on December 4, 2020. Class A Ordinary Shares and Class B Ordinary Shares vote together as a single class on all matters submitted to a vote of shareholders of the Issuer, except as may otherwise be required by law. Class B Ordinary Shares are convertible at any time by the holder thereof into Class A Ordinary Shares on a one-for-one basis.

#### Item 1. Security and Issuer.

This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13D filed on August 13, 2020 (the "Original Schedule 13D," and as amended by this Amendment, this "Schedule 13D") relating to the Class A ordinary shares, par value US\$0.0001 per share (the "Class A Ordinary Shares"), of Li Auto Inc., a company organized under the laws of the Cayman Islands (the "Issuer"), whose principal executive offices are located at 11 Wenliang Street, Shunyi District, Beijing 101399, People's Republic of China. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to them in the Original Schedule 13D. Except as otherwise stated in this Amendment, the Original Schedule 13D remains in full force and effect.

#### Item 2. Identity and Background.

Effective on September 30, 2020, Meituan Dianping changed its name to Meituan. Accordingly, Items 2 (a), (c) and (f) are hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed on behalf of the following persons pursuant to Rule 13d-1 under the Act:

Xing Wang, Zijin Global Inc. Meituan

Inspired Elite Investments Limited (collectively, the "Reporting Persons")

(c) Mr. Xing Wang is a co-founder, the chief executive officer and the chairman of the board of directors of Meituan. The principal business of Meituan is the operation of China's leading e-commerce platform for services. The principal address of Meituan is Block B&C, Hengjiweiye Building, No. 4 Wang Jing East Road, Chaoyang District, Beijing 100102, People's Republic of China.

Zijin Global Inc. and Inspired Elite Investments Limited are investment holding companies.

(f) Mr. Xing Wang is a citizen of the People's Republic of China.

Meituan is an exempted company incorporated under the laws of the Cayman Islands.

Each of Zijin Global Inc. and Inspired Elite Investments Limited is a company limited by shares incorporated in the British Virgin Islands.

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and supplemented by inserting the following at the end of Item 3:

On December 8, 2020, the Issuer completed its follow-on offering (the "Follow-on Offering") of American depositary shares ("ADSs"), each representing two Class A Ordinary Shares. Mr. Xing Wang, acting through Shared Patience Inc., subscribed for and was allocated 689,655 ADSs in the Follow-on Offering, representing 1,379,310 Class A Ordinary Shares, for an aggregate purchase price of US\$20,000,000.

#### Item 5. Interest in Securities of the Issuer.

(a)-(b) Items 5(a) and (b) are hereby amended and restated in its entirety as follows:

The responses to rows (7) through (13) of the cover pages of this Schedule 13D are hereby incorporated by reference in their entirety in this Item 5. The percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person is based on 1,795,188,310 ordinary shares outstanding immediately after the completion of Follow-on Offering of the Issuer, comprising of (i) 1,439,376,230 Class A Ordinary Shares, and (ii) 355,812,080 Class B Ordinary Shares, as disclosed in the Issuer's prospectus filed with the U.S. Securities and Exchange Commission (the "Commission") on December 4, 2020. Class A Ordinary Shares and Class B Ordinary Shares vote together as a single class on all matters submitted to a vote of shareholders of the Issuer, except as may otherwise be required by law. Class B Ordinary Shares are convertible at any time by the holder thereof into Class A Ordinary Shares on a one-for-one basis.

Except as disclosed in this Schedule 13D, the Reporting Persons presently do not have the power to vote or to direct the vote or to dispose or direct the disposition of any Class A Ordinary Shares that they may be deemed to beneficially own.

(c) Item 5(c) of this Schedule 13D is hereby amended and restated in its entirety as follows:

See the transactions described in "Item 3 – Sources and Amount of Funds or Other Consideration."

Except as disclosed in this Schedule 13D, none of the Reporting Persons effected any transaction in the Class A Ordinary Shares during the past 60 days.

#### **SIGNATURE**

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

Dated: December 10, 2020

## XING WANG

/s/ Xing Wang

## ZIJIN GLOBAL INC.

By: /s/ Xing Wang
Name: Xing Wang
Title: Director

#### **MEITUAN**

By: /s/ Xing Wang
Name: Xing Wang
Title: Director

## INSPIRED ELITE INVESTMENTS LIMITED

By: /s/ Shaohui Chen
Name: Shaohui Chen
Title: Director