
**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 2024

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

EXPLANATORY NOTE

We submitted a monthly return form dated September 5, 2024 with The Stock Exchange of Hong Kong Limited in relation to the movements in our authorized share capital and issued shares in August 2024. For details, please refer to Exhibit 99.1 to this current report on Form 6-K.

EXHIBIT INDEX

Exhibit No.

Description

[99.1](#) [Monthly Return for Equity Issuer and Hong Kong Depositary 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 6, 2024



香港交易所

Monthly Return for Equity Issuer and Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities
For the month ended: 31 August 2024Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Li Auto Inc.Date Submitted: 05 September 2024
I. Movements in Authorised / Registered Share Capital

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	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 (-)				USD		
Balance at close of the month	4,500,000,000	USD	0.0001	USD	450,000	

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	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 (-)				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

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	02015	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		1,766,208,188	0	1,766,208,188		
Increase / decrease (-)		0	0			
Balance at close of the month		1,766,208,188	0	1,766,208,188		

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	02015	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		355,812,080	0	355,812,080		
Increase / decrease (-)		0	0			
Balance at close of the month		355,812,080	0	355,812,080		

III. Details of Movements in Issued Shares and/or Treasury Shares

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

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)	02015	Description					
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	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury 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)	37,245,214	Others -492,842	36,746,372	0	0	36,746,372	68,110,800
		Lapsed -6,000					
General Meeting approval date (if applicable) _____							
2). 2020 Plan (Share incentive plan adopted on 9/7/2020 as amended from time to time)	17,608,452	Others -100,686	17,431,366	0	0	17,431,366	112,277,600
		Lapsed -76,400					
General Meeting approval date (if applicable) _____							

Increase in issued shares (excluding treasury shares): _____ 0 WVR ordinary shares A (AA1)

Decrease in treasury shares: _____ 0 WVR ordinary shares A (AA2)

Total funds raised during the month from exercise of options: USD _____ 59,352.8

Remarks:

1) Others: -492,842 refers to 492,842 options being exercised. The exercise of 492,842 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 2019 Plan.
 2) Others: -100,686 refers to 100,686 options being exercised. The exercise of 100,686 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 2020 Plan.

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		WVR ordinary shares		Type of shares	A		Listed on the Exchange (Note 1)		No
Stock code (if listed)		Description							
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month			Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	2028 Notes - convertible senior notes	USD	862,500,000			862,500,000	0	0	60,861,104
Type of the Convertibles		Bond/Notes							
Stock code of the Convertibles (if listed on the Exchange) (Note 1)									
Subscription/Conversion price		USD	14.17						
General Meeting approval date (if applicable)									

Increase in issued shares (excluding treasury shares): _____ 0 WVR ordinary shares A (CC1)
 Decrease in treasury shares: _____ 0 WVR ordinary shares A (CC2)

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

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	02015	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury 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	0
2).	2019 Plan - restricted share unit (Share incentive plan adopted on 2/7/2019 as amended from time to time)			0	0	33,120,400
3).	2020 Plan - restricted shares (Share incentive plan adopted on 9/7/2020 as amended from time to time)			0	0	0
4).	2020 Plan - restricted share unit (Share incentive plan adopted on 9/7/2020 as amended from time to time)			0	0	15,076,300

Increase in issued shares (excluding treasury shares): _____ 0 WVR ordinary shares A (DD1)

Decrease in treasury shares: _____ 0 WVR ordinary shares A (DD2)

Remarks:

As of 31 August 2024, 33,120,400 shares of the issuer may be issued pursuant to the restricted share units granted under 2019 Plan and 15,076,300 shares of the issuer may be issued pursuant to the restricted share units granted under 2020 Plan.

355,800 restricted share units granted under 2019 Plan and 75,000 restricted share units granted under 2020 Plan were lapsed during the month.

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	<u>0</u>	WVR ordinary shares A
Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	<u>0</u>	WVR ordinary shares A
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	<u>0</u>	WVR ordinary shares A
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	<u>0</u>	WVR ordinary shares A

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts 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 carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares 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 5);
- (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 all 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, sale or transfer;
- (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.

Submitted by: Wang Yang

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
 2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
 3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
 4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable 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, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
 5. "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.
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