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

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**FORM 6-K**

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

For the month of August 2024

Commission File Number: 001-39407

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**Li Auto Inc.**

(Registrant's Name)

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

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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

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**EXPLANATORY NOTE**

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

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EXHIBIT INDEX

Exhibit No.

Description

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[99.1](#) [Monthly Return for Equity Issuer and Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities](#)

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**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: August 6, 2024

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**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 July 2024

**Status:** New Submission

**To :** Hong Kong Exchanges and Clearing Limited

**Name of Issuer:** Li Auto Inc.

**Date Submitted:** 06 August 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)	37,516,714	Others	-271,500	37,245,214	0	0	37,245,214	68,104,800
General Meeting approval date (if applicable) _____								
2). 2020 Plan (Share incentive plan adopted on 9/7/2020 as amended from time to time)	18,127,772	Others	-354,120	17,608,452	0	0	17,608,452	112,201,200
		Lapsed	-165,200					
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 \_\_\_\_\_ 62,562

## Remarks:

1) Others: -271,500 refers to 271,500 options being exercised. The exercise of 271,500 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: -354,120 refers to 354,120 options being exercised. The exercise of 354,120 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	33,476,200
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	15,151,300

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 July 2024, 33,476,200 shares of the issuer may be issued pursuant to the restricted share units granted under 2019 plan and 15,151,300 shares of the issuer may be issued pursuant to the restricted share units granted under 2020 Plan.

779,200 restricted share units granted under 2019 Plan and 133,406 restricted share units granted under 2020 Plan were lapsed during the month. Such 133,406 restricted share units under the 2020 Plan refers to the net number of restricted share units lapsed in July 2024, taking into account 3,394 restricted share units granted under 2020 Plan so reflected as lapsed (as part of the total lapsed 428,194 restricted share units) in the return of June 2024 should have been categorized as exercised instead. Such mis-categorization became known to the Company in July 2024 due to the delay in system reporting on the part of the relevant external service provider who has been supplying the monthly underlying data, and accordingly was rectified in the return of the same 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):	0	WVR ordinary shares A
Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	WVR ordinary shares A
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	WVR ordinary shares A
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	WVR ordinary shares A

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

**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.