
**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 March 2023

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 submitted a monthly return form dated March 6, 2023 with The Stock Exchange of Hong Kong Limited in relation to the movements in our authorized share capital and issued shares in February 2023. 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: March 6, 2023


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: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Li Auto Inc.

Date Submitted: 06 March 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	WVR 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 (-)				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 (-)				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

1. Type of shares	WVR ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	Yes	
Stock code	02015	Description				
Balance at close of preceding month		1,728,765,894				
Increase / decrease (-)		0				
Balance at close of the month		1,728,765,894				

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				

III. Details of Movements in Issued Shares

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

1. Type of shares issuable	WVR 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
		Others					
1). 2019 Plan (Share incentive plan adopted on 2/7/2019 as amended from time to time)	45,781,640	Others	-29,000	45,728,640	0	45,728,640	67,943,800
		Cancelled	-24,000				
General Meeting approval date (if applicable) _____							
2). 2020 Plan (Share incentive plan adopted on 9/7/2020 as amended from time to time)	27,534,204	Others	-2,200	27,386,804	0	27,386,804	108,500,800
		Cancelled	-145,200				
General Meeting approval date (if applicable) _____							

Total A (WVR ordinary shares Class A): _____ 0

Total funds raised during the month from exercise of options: USD _____ 3,120

Remarks:

1) Others: -29,000 refers to 29,000 options being exercised. The exercise of 29,000 options was settled using the Class A Ordinary Shares issued to the Depositary for bulk issuance of ADSs reserved for further issuances upon the exercise or vesting of awards granted under 2019 Share Incentive Plan.

2) Others: -2,200 refers to 2,200 options being exercised. The exercise of 2,200 options was settled using the Class A Ordinary Shares issued to the Depositary for bulk issuance of ADSs reserved for further issuances upon the exercise or vesting of awards granted under 2020 Share Incentive Plan.

(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	WVR 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	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	USD	14.17				
General Meeting approval date (if applicable)						

Total C (WVR 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	WVR 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)			13,575,500			
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)			24,300,324			

Total D (WVR ordinary shares Class A): _____ 0

Remarks:

As of 28 February 2023, 13,575,500 shares of the issuer may be issued pursuant to the restricted share units granted under 2019 Plan. 24,300,324 shares of the issuer may be issued pursuant to the restricted share units granted under 2020 Plan.

135,000 restricted share units granted under 2019 Plan and 270,400 restricted share units granted under 2020 Plan were cancelled during the month.

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	WVR ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1, 5 and 6)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		02015					
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
	Currency	Amount					
1). Other (Please specify)					0		0
US ATM Offering							

Total E (WVR ordinary shares Class A): _____ 0

Remarks:

US ATM Offering refers to the offer of the American Depositary Shares ("ADS(s)") on the Nasdaq, alternative trading systems or other markets for the ADSs, pursuant to a shelf registration statement on Form F-3 that was filed with the Securities and Exchange Commission of the United States ("SEC") on August 2021, including a prospectus supplement filed with the SEC on June 28, 2022, pursuant thereto, including the documents incorporated by reference therein, and which does not constitute a public offering in Hong Kong.

During the month ended 28 February 2023, no ADSs representing Class A Ordinary Shares were issued pursuant to the US ATM Offering.

Total increase / decrease (-) in WVR ordinary shares Class A during the month (i.e. Total of A to E) _____ 0

Total increase / decrease (-) in WVR 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.

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"