
**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 February 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 February 6, 2024 with The Stock Exchange of Hong Kong Limited in relation to the movements in our authorized share capital and issued shares in January 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 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: February 6, 2024


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 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Li Auto Inc.

Date Submitted: 06 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	WVR ordinary shares	Type of shares	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. Class of shares	WVR ordinary shares	Type of shares	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. Class of shares	WVR ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	02015	Description				
Balance at close of preceding month			1,766,208,188			
Increase / decrease (-)			0			
Balance at close of the month			1,766,208,188			

2. Class of shares	WVR ordinary shares	Type of shares	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. Class of shares issuable	WVR ordinary shares	Type of shares	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)	39,283,724			39,283,724	0	39,283,724	67,977,800
General Meeting approval date (if applicable) _____							
2). 2020 Plan (Share incentive plan adopted on 9/7/2020 as amended from time to time)	21,009,938	Others	-8,800	20,946,138	0	20,946,138	110,879,800
		Cancelled	-55,000				
General Meeting approval date (if applicable) _____							

Total A (WVR ordinary shares A): _____ 0

Total funds raised during the month from exercise of options: USD _____ 880

Remarks:

2). Others: -8,800 refers to 8,800 options being exercised. The exercise of 8,800 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.

(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. Class of shares issuable	WVR ordinary shares	Type of shares	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 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. Class of shares issuable	WVR ordinary shares	Type of shares	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	43,166,250			
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	18,008,462			

Total D (WVR ordinary shares A): 0

Remarks:

As of 31 January 2024, 43,166,250 shares of the issuer may be issued pursuant to the restricted share units granted under 2019 Plan and 18,008,462 shares of the issuer may be issued pursuant to the restricted share units granted under 2020 Plan.

358,400 restricted share units granted under 2019 Plan and 104,400 restricted share units granted under 2020 Plan were cancelled during the month.

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in WVR ordinary shares A during the month (i.e. Total of A to E)	0
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Total increase / decrease (-) in WVR ordinary shares A during the month (i.e. Total of A to E)	0
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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
 - . "class of shares issuable" should be construed as "class 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
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"