

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

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**Qudian Inc.**

(Name of Issuer)

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

(Title of Class of Securities)

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**747798 106 (1)**

(CUSIP Number)

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**December 31, 2018**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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, see the *Notes*).

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(1) This CUSIP number applies to the Issuer's American Depositary Shares, each representing one Class A ordinary share.

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**SCHEDULE 13G**

<b>CUSIP No.</b> 747798 106
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<b>1</b>	<b>Names of Reporting Persons</b> SOURCE CODE INVESTMENT MERCURY CO.	
<b>2</b>	<b>Check the appropriate box if a member of a Group (see instructions)</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC Use Only</b>	
<b>4</b>	<b>Citizenship or Place of Organization</b> Cayman Islands	
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	<b>5</b>	<b>Sole Voting Power</b> 0 Class A ordinary shares
	<b>6</b>	<b>Shared Voting Power</b> 0
	<b>7</b>	<b>Sole Dispositive Power</b> 0 Class A ordinary shares
	<b>8</b>	<b>Shared Dispositive Power</b> 0
<b>9</b>	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 0 Class A ordinary shares	
<b>10</b>	<b>Check if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>	
<b>11</b>	<b>Percent of class represented by amount in row (9)</b> 0%	
<b>12</b>	<b>Type of Reporting Person (See Instructions)</b> CO	

1	<b>Names of Reporting Persons</b> SOURCE CODE ACCELERATE L.P.		
2	<b>Check the appropriate box if a member of a Group (see instructions)</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3	<b>SEC Use Only</b>		
4	<b>Citizenship or Place of Organization</b> Cayman Islands		
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	5	<b>Sole Voting Power</b> 0 Class A ordinary shares	
	6	<b>Shared Voting Power</b> 0	
	7	<b>Sole Dispositive Power</b> 0 Class A ordinary shares	
	8	<b>Shared Dispositive Power</b> 0	
9	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 0 Class A ordinary shares		
10	<b>Check if the aggregate amount in row (9) excludes certain shares (See Instructions)</b> <input type="checkbox"/>		
11	<b>Percent of class represented by amount in row (9)</b> 0%		
12	<b>Type of Reporting Person (See Instructions)</b> PN		

**Item 1.****(a) Name of Issuer:**

Qudian Inc.

**(b) Address of Issuer's Principal Executive Offices:**

15/F Lvge Industrial Building  
 1 Datun  
 Chaoyang District, Beijing 100012  
 People's Republic of China

**Item 2.****(a)****Name of Person Filing:**

- (i) Source Code Investment Mercury Co. ("Source Code Investment"), a company organized under the law of the Cayman Islands; and  
 (ii) Source Code Accelerate L.P. ("Source Code Accelerate"), a limited liability partnership organized under the law of Cayman Islands, of which Source Code Investment is the general partner.

**(b)****Address of Principal Business Office or, if None, Residence:**

- (i) The address of the principal business office of Source Code Investment is Hameys Services (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, George Town, P. O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.  
 (ii) The address of the principal business office of Source Code Accelerate is Hameys Services (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, George Town, P. O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

**(c)****Citizenship:**

- (i) Source Code Investment – Cayman Islands  
 (ii) Source Code Accelerate – Cayman Islands

**(d)****Title and Class of Securities:**

Class A ordinary shares, par value US\$0.0001 per share

**(e)****CUSIP No.:**

747798 106

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership**

Reporting Person	Amount Beneficially owned	Percent of class	Sole power to vote or direct to vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
Source Code Investment	0	0%	0	0	0	0
Source Code Accelerate	0	0%	0	0	0	0

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

**Item 6. Ownership of more than Five Percent on Behalf of Another Person.ss**

Not applicable.

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

Not applicable.

**Item 8. Identification and classification of members of the group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.



**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Joint Filing Agreement

**Joint Filing Agreement**

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Class A ordinary shares, US\$0.0001 par value per share, of Qudian Inc., a Cayman Islands company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 13, 2019.

SOURCE CODE INVESTMENT MERCURY CO.

By: /s/ Cao Yi  
Name: Cao Yi  
Title: Authorized Signatory

SOURCE CODE ACCELERATE L.P.

By: /s/ Cao Yi  
Name: Cao Yi  
Title: Authorized Signatory