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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Qudian Inc.**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

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**15/F Lvge Industrial Building  
1 Datun  
Chaoyang District, Beijing 100012  
People's Republic of China  
+86-10-59485220**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**2016 Equity Incentive Plan**  
(Full title of the Plan)

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**Law Debenture Corporate Services Inc.  
801 2nd Avenue, Suite 403  
New York, New York 10017  
+1-212-750-6474**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Carl Yeung**  
**Chief Financial Officer**  
**15/F Lvge Industrial Building**  
**1 Datun**  
**Chaoyang District, Beijing 100012**  
**People's Republic of China**  
**+86-10-59485220**

**Chris K.H. Lin, Esq.**  
**Daniel Fertig, Esq.**  
**Simpson Thacher & Bartlett LLP**  
**35th Floor, ICBC Tower**  
**3 Garden Road**  
**Central, Hong Kong**  
**+852-2514-7600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act .

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A ordinary shares, par value US\$0.0001 per share(2)	1,219,277(3)	US\$0.0001(4)	US\$121.93	US\$0.02

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional Class A ordinary shares, par value US\$0.0001 per share (the "Class A Ordinary Shares") of Qudian Inc. (the "Company" or "Registrant"), which may be offered and issued under the Registrant's 2016 Equity Incentive Plan (the "Plan") to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) These Class A Ordinary Shares may be represented by the Registrant's American depositary shares ("ADSs"), each of which represents one Class A Ordinary Share. ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-220511).
- (3) Represents Class A Ordinary Shares of the Registrant issuable pursuant to certain of options outstanding under the Plan.
- (4) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The price of \$0.0001 per share represents the exercise prices for outstanding options under the Plan.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the "Registration Statement") in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the introductory note to Part I of Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity incentive plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. Incorporation of Documents by Reference**

The following documents filed by the Registrant with the Commission are incorporated by reference herein:

a. The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2017 filed with the Commission on April 9, 2018; and

b. The description of the Registrant's Class A Ordinary Shares contained in its Registration Statement on Form 8-A (Registration No. 001-38230) filed with the Commission on October 3, 2017 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which incorporates by reference the description of the Registrant's Class A Ordinary Shares set forth in the Registrant's Registration Statement on Form F-1 (Registration No. 333-220511), as amended, originally filed with the Commission on September 18, 2017, including any amendments or reports filed for the purpose of updating such description.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 4. Description of Securities**

Not applicable.

**ITEM 5. Interests of Named Experts and Counsel**

Not applicable.

## **ITEM 6. Indemnification of Directors and Officers**

The Cayman Islands Companies Law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's second amended and restated memorandum and articles of association permit indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such unless such losses or damages arise from dishonesty or fraud which may attach to such directors or officers.

In addition, the Registrant has entered, and intends to continue to enter into, indemnification agreements, substantially in the form filed as Exhibit 10.1 to the Registrant's Registration Statement on Form F-1 (Registration No. 333-220511), as amended, originally filed with the Commission on September 18, 2017, with its directors and executive officers to indemnify such persons in connection with claims made by reason of their being such a director or executive officer.

## **ITEM 7. Exemption from Registration Claimed**

Not applicable.

## **ITEM 8. Exhibits**

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

## **ITEM 9. Undertakings**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<a href="#"><u>Form of Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form F-1 (Registration No. 333-220511) filed with the Securities and Exchange Commission on September 18, 2017</u></a>
5.1	<a href="#"><u>Opinion of Conyers Dill &amp; Pearman</u></a>
10.1	<a href="#"><u>Qudian Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 of the Registration Statement on Form F-1 (Registration No. 333-220511) filed with the Securities and Exchange Commission on September 18, 2017</u></a>
10.2	<a href="#"><u>Amendment No. 1 to Qudian Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 of the Registration Statement on Form F-1 (Registration No. 333-220511) filed with the Securities and Exchange Commission on September 18, 2017</u></a>
10.3	<a href="#"><u>Amendment No. 2 to Qudian Inc. 2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 of the Registration Statement on Form F-1 (Registration No. 333-220511) filed with the Securities and Exchange Commission on September 18, 2017</u></a>
23.1	<a href="#"><u>Consent of Conyers Dill &amp; Pearman (included in Exhibit 5.1)</u></a>
23.2	<a href="#"><u>Consent of Ernst &amp; Young Hua Ming LLP as to the audited financial statements of Qudian Inc.</u></a>
24.1	<a href="#"><u>Powers of Attorney (included on the signature page in Part II of this Registration Statement)</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China on April 12, 2018.

### **Qudian Inc.**

By: /s/ Min Luo

Name: Min Luo

Title: Chairman and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Min Luo and Carl Yeung, and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, as amended, and all post-effective amendments thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacity and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Min Luo Name: Min Luo	Chairman and Chief Executive Officer (principal executive officer)	April 12, 2018
/s/ Chao Zhu Name: Chao Zhu	Director	April 12, 2018
/s/ Li Du Name: Li Du	Director	April 12, 2018
/s/ Shilei Li Name: Shilei Li	Director	April 12, 2018
/s/ Yi Cao Name: Yi Cao	Director	April 12, 2018
/s/ Lianzhu Lv Name: Lianzhu Lv	Director	April 12, 2018
/s/ Yifan Li Name: Yifan Li	Director	April 12, 2018
/s/ Rocky Ta-Chen Lee Name: Rocky Ta-Chen Lee	Director	April 12, 2018
/s/ Carl Yeung Name: Carl Yeung	Chief Financial Officer (principal financial and accounting officer)	April 12, 2018

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Qudian Inc. has signed this registration statement or amendment thereto in New York, New York on April 12, 2018.

By: /s/ Giselle Manon  
Name: Giselle Manon  
Title: Service of Process

12 April 2018

Matter No.: 826420  
Doc Ref: 104069289  
+852 2842 9531

[Anna.Chong@conyersdill.com](mailto:Anna.Chong@conyersdill.com)  
[Charissa.Ball@conyersdill.com](mailto:Charissa.Ball@conyersdill.com)

Qudian Inc.  
13/15F, No.222, Hui Zhong Bei Li  
Chaoyang District  
Beijing  
China

Dear Sirs,

Re: **Qudian Inc. (the “Company”)**

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 filed by the Company with the United States Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto), relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of an aggregate of 1,219,277 class A ordinary shares of par value US\$0.0001 per share (the “**Shares**”) to be issued pursuant to the 2016 equity incentive plan of the Company adopted on 9 December 2016 and amended by Amendment No. 1 dated 30 April 2017 and Amendment No. 2 dated 18 September 2017 (the “**Plan**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

- (i) the Registration Statement; and
- (ii) the Plan.

We have also reviewed and relied upon copies of: (1) the Memorandum and Articles of Association of the Company adopted on 3 May 2017, (2) the written resolutions of the directors of the Company dated 9 December 2016, 3 May 2017 and 18 September 2017 and the written resolutions of the shareholders of the Company dated 9 December 2016, 3 May 2017 and 18 September 2017 (collectively, the “**Resolutions**”), (3) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 10 April 2018 (the “**Certificate Date**”), and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies of documents (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention; (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (f) that upon issue of any shares to be sold by the Company the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (g) the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with the Commission, (h) that on the date of issuance of any of the Shares, the Company will have sufficient authorised but unissued Shares, and (i) that on the date of issuance of any award under the Plan, the Company will be able to pay its liabilities as they become due.

We express no opinion with respect to the issuance of Shares pursuant to any provision of the Plan that purports to obligate the Company to issue Shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Law (the "**Law**"), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.
2. The Shares, when issued and paid for in accordance with the Plan, will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue or holding of such shares).

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman  
**Conyers Dill & Pearman**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement pertaining to the 2016 Equity Incentive Plan of Qudian Inc. of our report dated April 9, 2018, with respect to the consolidated financial statements of Qudian Inc. included in its Annual Report (Form 20-F) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP  
Shanghai, The People's Republic of China  
April 12, 2018