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

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

Qudian Inc.

(Exact name of registrant as specified in its charter)

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

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

**Tower A, AVIC Zijin Plaza
Siming District, Xiamen
Fujian Province 361000,
People's Republic of China
+86-592-5911580**

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

2016 Equity Incentive Plan
(Full title of the Plan)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, N.Y. 10168**

+1 (800) 221-0102
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Min Luo
Chairman and Chief Executive Officer
Tower A, AVIC Zijin Plaza
Siming District, Xiamen
Fujian Province 361000,
People's Republic of China
+86-592-5911580

Yi Gao, 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, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|------------------------------------------------------------|----------------------------|-------------------------------------------|-------------------------------------------|----------------------------|
| Class A ordinary shares, par value US\$0.0001 per share(2) | 6,577,903(3) | US\$0.0001(3) | US\$657.79 | US\$0.09 |

- (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) The amount to be registered represents Class A Ordinary Shares to be issued upon exercise of outstanding options granted under the Plan. Pursuant to Rule 457(h), the corresponding proposed maximum offering price per share represents the exercise price of these options.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional amount of 6,577,903 Class A Ordinary Shares, par value US\$0.0001 per share, of the Registrant, that are issuable under the Registrant's 2016 Equity Incentive Plan. These 6,577,903 Class A Ordinary Shares are additional securities of the same class as other securities for which an original registration statement (File No. 333-224249) on Form S-8 was filed with the Securities and Exchange Commission (the "Commission") on April 12, 2018. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement are incorporated by reference into this Registration Statement.

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 registration statement on [Form S-8](#) (File No. 333-224249) filed with the Commission on April 12, 2018;
- b. The Registrant's annual report on [Form 20-F](#) for the fiscal year ended December 31, 2019 filed with the Commission on April 27, 2020;
- c. The Registrant's Reports of Foreign Private Issuer on Form 6-K filed with the Commission on [May 28, 2020](#), [June 5, 2020](#) and [September 9, 2020](#) and
- d. 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 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).

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 Xiamen, China on September 28, 2020.

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 Yan Gao, 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> |
|-------------------------------------|-----------------------------------------------------------------------|--------------------|
| <u>/s/ Min Luo</u> Name: Min Luo | Chairman and Chief Executive Officer (principal executive officer) | September 28, 2020 |
| <u>/s/ Long Xu</u> Name: Long Xu | Director | September 28, 2020 |

/s/ Yingming Li
Name: Yingming Li

Director

September 28, 2020

/s/ Shengwen Rong
Name: Shengwen Rong

Independent Director

September 28, 2020

/s/ Yifan Li
Name: Yifan Li

Independent Director

September 28, 2020

/s/ Yan Gao
Name: Yan Gao

Vice President of Finance
(principal financial and accounting officer)

September 28, 2020

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 September 28, 2020.

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries
Title: Senior Vice President

EXHIBIT INDEX

| <u>EXHIBIT NUMBER</u> | <u>DESCRIPTION</u> |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | <u>Form of Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.3 of the Registration Statement on Form F-1 (Registration No. 333-220511) filed with the Securities and Exchange Commission on September 18, 2017</u> |
| 5.1* | <u>Opinion of Conyers Dill & Pearman</u> |
| 10.1 | <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> |
| 10.2 | <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> |
| 10.3 | <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> |
| 23.1* | <u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1)</u> |
| 23.2* | <u>Consent of Ernst & Young Hua Ming LLP as to the financial information of Qudian Inc.</u> |
| 24.1* | <u>Powers of Attorney (included on the signature page in Part II of this Registration Statement)</u> |

* Filed herewith.

28 September 2020

Matter No.: 832106
Doc Ref: 106365069
+852 2842 9531
Anna.Chong@conyersdill.com
Charissa.Ball@conyersdill.com

Qudian Inc.
Tower A, AVIC Zijin Plaza
Siming District, Xiamen
Fujian Province 361000,
People's Republic of 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 6,577,903 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 22 September 2020 (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 when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue or holding thereof).

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 on Form S-8 pertaining to the 2016 Equity Incentive Plan of Qudian Inc. of our reports dated April 27, 2020, with respect to the consolidated financial statements of Qudian Inc. and the effectiveness of internal control over financial reporting of Qudian Inc. included in its Annual Report (Form 20-F) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP
Shanghai, The People's Republic of China
September 28, 2020