

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

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

**XPeng 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.)

No. 8 Songgang Road, Changxing Street  
Cencun, Tianhe District, Guangzhou  
Guangdong 510640  
People's Republic of China  
+86-020-6680-6680

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

**Second Amended and Restated 2019 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:*

**Hongdi Brian Gu**  
Vice Chairman and President  
No. 8 Songgang Road, Changxing Street  
Cencun, Tianhe District, Guangzhou  
Guangdong 510640  
People's Republic of China  
+86-020-6680-6680

**Yi Gao, Esq.**  
Simpson Thacher & Bartlett LLP  
c/o 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, a 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	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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.

## EXPLANATORY NOTE

This registration statement on Form S-8 (“Registration Statement”) is being filed pursuant to the General Instruction E to Form S-8 for the purpose of registering an aggregate of 20,000,000 additional Class A ordinary shares, par value US\$0.00001 per share (the “Class A Ordinary Shares”) of XPeng Inc. (the “Registrant”), which are reserved for issuance under the Registrant’s Second Amended and Restated 2019 Equity Incentive Plan (the “2019 Plan”). These 20,000,000 additional Class A Ordinary Shares are of the same class as other securities for which a registration statement on Form S-8 was filed with the Securities and Exchange Commission (the “Commission”) on December 29, 2020 (File No. 333-251792) (the “Existing S-8 Registration Statement”), but were not registered under the Existing S-8 Registration Statement. An aggregate of 3,000,000 Class A Ordinary Shares in the capital of the Registrant were previously registered for issuance under the 2019 Plan pursuant to the Existing S-8 Registration Statement. Pursuant to the General Instruction E to Form S-8, the contents of the Existing S-8 Registration Statement are incorporated by reference into this Registration Statement, except as otherwise set forth herein.

## 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, 2021, filed with the Commission on April 28, 2022 (File No. 001-39466); and

b. The description of the Registrant’s Class A Ordinary Shares contained in its Registration Statement on [Form 8-A](#) (Registration No. 001-39466) filed with the Commission on August 21, 2020 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. 333-242283), as amended, initially filed with the Commission on August 7, 2020, 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).

## EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<a href="#"><u>Eighth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 to the current report on Form 6-K (File No. 001-39466), previously furnished with the Securities and Exchange Commission on December 9, 2021)</u></a>
5.1*	<a href="#"><u>Opinion of Harney Westwood &amp; Riegels</u></a>
10.1	<a href="#"><u>Second Amended and Restated 2019 Equity Incentive Plan (incorporated herein by reference to Exhibit 4.17 of the Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission on April 28, 2022 (File No. 001-39466))</u></a>
23.1*	<a href="#"><u>Consent of Harney Westwood &amp; Riegels (included in Exhibit 5.1)</u></a>
23.2*	<a href="#"><u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included on the signature page in Part II of this Registration Statement)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith

**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 Guangzhou, China on June 21, 2022.

**XPeng Inc.**

By: /s/ Xiaopeng He

Name: Xiaopeng He

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 Xiaopeng He and Heng Xia, 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 persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Xiaopeng He</u> Xiaopeng He	Chairman and Chief Executive Officer (principal executive officer)	June 21, 2022
<u>/s/ Heng Xia</u> Heng Xia	Director and President	June 21, 2022
<u>/s/ Yingjie Chen</u> Yingjie Chen	Director	June 21, 2022
<u>/s/ Qin Liu</u> Qin Liu	Director	June 21, 2022
<u>/s/ Ji-Xun Foo</u> Ji-Xun Foo	Director	June 21, 2022
<u>/s/ Fei Yang</u> Fei Yang	Director	June 21, 2022
<u>/s/ Donghao Yang</u> Donghao Yang	Director	June 21, 2022

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/s/ Fang Qu

Fang Qu

Director

June 21, 2022

/s/ HongJiang Zhang

HongJiang Zhang

Director

June 21, 2022

/s/ Hsueh-Ching Lu

Hsueh-Ching Lu

Vice President of Finance and Accounting  
(principal financial and accounting officer)

June 21, 2022

**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 XPeng Inc. has signed this registration statement or amendment thereto in New York, New York on June 21, 2022.

US Authorized Representative  
Cogency Global Inc.

By: /s/ Colleen A. De Vries

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

Harney Westwood & Riegels  
 3501 The Center  
 99 Queen's Road Central  
 Hong Kong  
 Tel: +852 5806 7800  
 Fax: +852 5806 7810



21 June 2022

011219.0011

XPeng Inc.  
 4th Floor, Harbour Place, 103 South Church Street  
 P.O. Box 10240, Grand Cayman KY1-1002  
 Cayman Islands

Dear Sir or Madam

**XPeng Inc. (the Company)**

We are lawyers qualified to practise in the Cayman Islands and have acted as Cayman Islands legal advisers to the Company in connection with the Company's registration statement on Form S-8 filed with the Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933, as amended (the **Securities Act**) (the **Registration Statement**), relating to the offering by the Company of American depositary shares representing certain Class A ordinary shares of par value US\$0.00001 per share of the Company (the **Shares**).

We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

For the purposes of giving this opinion, we have examined the Corporate Documents (as defined in Schedule 1) and the Registration Statement. We have not examined any other documents, official or corporate records or external or internal registers and have not undertaken or been instructed to undertake any further enquiry or due diligence in relation to the transaction which is the subject of this opinion.

In giving this opinion we have relied upon the assumptions set out in Schedule 2 which we have not independently verified.

Based solely upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we deem relevant, and subject to the qualifications set out in Schedule 3, we are of the opinion that under the laws of the Cayman Islands:

- 1 **Existence and Good Standing.** The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands.
- 2 **Authorised Share Capital.** Based on our review of the M&A (as defined in Schedule 1), the authorized share capital of the Company is US\$100,000 consisting of 10,000,000,000 shares comprising (i) 9,250,000,000 Class A Ordinary Shares of a par value of US\$0.00001 each (limited voting) and (ii) 750,000,000 Class B Ordinary Shares of a par value of US\$0.00001 each.

Resident Partners: M Chu | I Clark | JP Engwirda | Y Fan | A Johnstone  
 P Kay | MW Kwok | IN Mann | R Ng | ATC Ridgers | PJ Sephton  
 Jersey legal services are provided through a referral arrangement with  
 Harneys (Jersey) which is an independently owned and controlled Jersey law  
 firm.

Anguilla | Bermuda | British Virgin Islands | Cayman Islands  
 Cyprus | Hong Kong | Jersey | London | Luxembourg  
 Montevideo | São Paulo | Shanghai | Singapore  
[www.harneys.com](http://www.harneys.com)



3 **Valid Issuance of Shares.** The issue and allotment of the Shares as contemplated by the Registration Statement have been duly authorised and, when allotted, issued and fully paid for in accordance with the Registration Statement, and when name of the shareholder is entered in the register of members of the Company, the Shares will be validly issued, allotted and fully paid and there will be no further obligation on the holder of any of the Shares to make any further payment to the Company in respect of such Shares.

This opinion is confined to the matters expressly opined on herein and given on the basis of the laws of the Cayman Islands as they are in force and applied by the Cayman Islands courts at the date of this opinion. We have made no investigation of, and express no opinion on, the laws of any other jurisdiction. Except as specifically stated herein, we express no opinion as to matters of fact.

In connection with the above opinion, we hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, as amended, or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Harney Westwood & Riegels

**Harney Westwood & Riegels**

## SCHEDULE 1

### List of Documents and Records Examined

- 1 The certificate of incorporation of the Company dated 27 December 2018;
- 2 The eighth amended and restated memorandum and articles of association of the company as adopted by a special resolution passed on 8 December 2021 (the *M&A*);
- 3 The register of members and register of directors of the Company provided to us on 19 May 2022;
- 4 A certificate of good standing dated 30 May 2022 in respect of the Company, issued by the Registrar of Companies in the Cayman Islands (the *Certificate of Good Standing*);
- 5 A copy of executed written resolutions of the directors of the Company dated 28 June 2020;
- 6 A copy of executed written resolutions of the directors of the Company dated 20 August 2020 and a copy of executed written resolutions of the members of the Company dated 20 August 2020; and
- 7 A copy of the minutes of a meeting of the directors of the Company dated 30 November 2020 (the *November Resolutions*, together with item 5 and 6 above, the *Resolutions*);

Copies of 1-7 above have been provided to us by the Company's registered office in the Cayman Islands (together the *Corporate Documents*)

- 8 The Registration Statement.

## SCHEDULE 2

### Assumptions

- 1 **Authenticity of Documents.** Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals. All original Corporate Documents are authentic, all signatures, initials and seals are genuine, all copies of the Registration Statement are true and correct copies and the Registration Statement conform in every material respect to the latest drafts of the same produced to us and, where the Registration Statement has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated.
- 2 **Corporate Documents.** All matters required by law to be recorded in the Corporate Documents are so recorded, and all corporate minutes, resolutions, certificates, documents and records which we have reviewed are accurate and complete, and all facts expressed in or implied thereby are accurate and complete as at the date of the passing of the Resolutions.
- 3 **Constitutional Documents.** The M&A remain in full force and effect and are otherwise unamended.
- 4 **Conversion.** The conversion of any shares in the capital of the Company will be effected via legally available means under Cayman law.
- 5 **No Steps to Wind-up.** The directors and shareholders of the Company have not taken any steps to appoint a liquidator of the Company and no receiver has been appointed over any of the Company's property or assets.
- 6 **Resolutions.** The Resolutions (save for the November Resolutions) have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each director, or by or on behalf of each shareholder in respect of the shareholder resolutions, and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed. The November Resolutions were duly adopted at duly convened meetings of the board of directors and such meeting were held and conducted in accordance with the M&A. The Resolutions remain in full force and effect.
- 7 **Unseen Documents.** Save for the Corporate Documents provided to us there are no resolutions, agreements, documents or arrangements which materially affect, amend or vary the transactions envisaged in the Registration Statement. There is no contractual prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Shares.

### SCHEDULE 3

#### Qualifications

- 1 We express no opinion in relation to provisions making reference to foreign statutes in the Registration Statement.
- 2 Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion.
- 3 Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing. The Company shall be deemed to be in good standing under section 200A of the Companies Act (as amended) of the Cayman Islands (the *Companies Act*) on the date of issue of the certificate if all fees and penalties under the Companies Act have been paid and the Registrar of Companies in the Cayman Islands has no knowledge that the Company is in default under the Companies Act.
- 4 We have undertaken no enquiry and express no view as to the compliance of the Company with the International Tax Co-operation (Economic Substance) Act (2021 Revision).

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of XPeng Inc. of our report dated April 28, 2022 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in XPeng Inc.'s Annual Report on Form 20-F for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers Zhong Tian LLP  
Guangzhou, the People's Republic of China  
June 21, 2022

## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

### XPeng Inc. (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value US\$0.00001 per share <sup>(2)</sup>	Other <sup>(3)</sup>	20,000,000 shares <sup>(4)</sup>	US\$12.8075 <sup>(3)</sup>	US\$256,150,000.00	.0000927	US\$23,745.11
Total Offering Amounts					US\$256,150,000.00		US\$23,745.11
Total Fee Offsets							—
Net Fee Due							US\$23,745.11

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, the registration statement to which this exhibit 107 is a part includes an indeterminate number of additional Class A ordinary shares, par value US\$0.00001 (the “Class A Ordinary Shares”) of the Registrant, which may be offered and issued under the Second Amended and Restated 2019 Equity Incentive Plan, as amended (the “2019 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 depository shares (“ADSs”), each of which represents two Class A Ordinary Shares. ADSs issuable upon deposit of the securities registered hereby have been registered under separate registration statements on Form F-6 dated December 9, 2020 (Registration No. 333-251204) and May 14, 2021 (Registration No. 333-256151).
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s ADSs as reported on the New York Stock Exchange on June 14, 2022 divided by two, the then Class A Ordinary Share-to-ADS ratio.
- (4) An additional 20,000,000 Class A Ordinary Shares are being registered on the registration statement to which this exhibit 107 is a part to cover the additional Class A Ordinary Shares that may be issued under the 2019 Plan, which were not previously registered under the Registrant’s registration statement on Form S-8, as filed with the Securities and Exchange Commission on December 29, 2020 (File No. 333-251792).