
**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
OF THE SECURITIES EXCHANGE ACT OF 1934**

August 2024

Commission File Number: 001-39466

XPENG INC.

No. 8 Songgang Road, Changxing Street
Cencun, Tianhe District, Guangzhou
Guangdong 510640
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

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Exhibit 99.1 [Announcement – SOP Closing of the Acquisition of DiDi’s Smart Auto Development Business Assets and the Issue of SOP Consideration Shares](#)

SIGNATURE

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.

XPENG INC.

By: /s/ Xiaopeng He

Name: Xiaopeng He

Title: Chairman and Chief Executive Officer

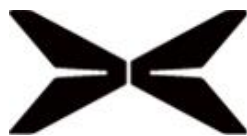
Date: August 13, 2024

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XPeng Inc.
小鹏汽车有限公司*

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)
(Stock Code: 9868)

VOLUNTARY ANNOUNCEMENT
SOP CLOSING OF THE ACQUISITION OF
DIDI'S SMART AUTO DEVELOPMENT BUSINESS ASSETS
AND THE ISSUE OF SOP CONSIDERATION SHARES

Reference is made to XPeng Inc.'s (the "**Company**") announcements dated August 28, 2023 and November 13, 2023, in relation to, among others, the acquisition of Didi Global Inc.'s smart auto development business assets and the Initial Closing. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Company's announcement dated August 28, 2023.

SOP CLOSING OF THE ACQUISITION

The Board is pleased to announce that on July 30, 2024, the Company launched the mass-production in identical models (start-of-production, SOP) of Mona for sales and delivery to ordinary customers, and hence the SOP Milestone under the Share Purchase Agreement has been achieved. Beginning August 1, 2024, the first batch of display cars for XPENG MONA M03, a smart all-electric hatchback coupe, has arrived at XPENG showrooms nationwide. The SOP Closing accordingly took place on August 13, 2024.

Pursuant to the Share Purchase Agreement, the Company allotted and issued 4,636,447 Class A ordinary shares as the SOP Consideration Shares to DiDi, representing approximately 0.24% of the issued and outstanding share capital of the Company as enlarged by the allotment and issue of the SOP Consideration Shares.

EFFECT ON THE SHARE CAPITAL STRUCTURE

Immediately following the SOP Closing, the share capital structure of the Company is set out as follows:

	Immediately prior to the SOP Closing		Immediately following the SOP Closing	
	<i>Number of shares</i>	<i>Approximate percentage of number of shares in issue and outstanding</i>	<i>Number of shares</i>	<i>Approximate percentage of number of shares in issue and outstanding</i>
Class A ordinary shares:				
DiDi	58,164,217	3.07	62,800,664	3.31
Other Shareholders	1,485,634,228 ^(Note)	78.50	1,485,634,228 ^(Note)	78.31
Sub-total	1,543,798,445 ^(Note)	81.57	1,548,434,892 ^(Note)	81.62
Class B ordinary shares:	348,708,257	18.43	348,708,257	18.38
Total	<u>1,892,506,702</u>	<u>100.00</u>	<u>1,897,143,149</u>	<u>100.00</u>

Note: Excluding 5,340 Class A ordinary shares issued to the Company's depository bank for bulk issuance of ADSs and reserved for future issuance upon the exercise or vesting of awards granted under the Company's 2019 Equity Incentive Plan as of the date of this announcement.

By order of the Board
XPeng Inc.
Xiaopeng He
Chairman

Hong Kong, August 13, 2024

As at the date of this announcement, the board of directors of the Company comprises Mr. Xiaopeng He as an executive Director, Mr. Ji-Xun Foo as a non-executive Director, and Mr. Donghao Yang, Ms. Fang Qu and Mr. HongJiang Zhang as independent non-executive Directors.

* For identification purpose only