

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 3
to
Form F-1
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)

3711
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

No. 8 Songgang Road, Changxing Street
Cencun, Tianhe District, Guangzhou
Guangdong 510640
People's Republic of China
+86-020-6680-6680
(Address and Telephone Number of Registrant's Principal Executive Offices)

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New York, N.Y. 10168
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(Name, address and telephone number of agent for service)

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Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.
If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)(3)	Proposed Maximum Offering Price per share(3)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee(4)
Class A ordinary shares, par value US\$0.00001 per share	195,500,000	US\$6.50	US\$1,270,750,000	US\$164,943.35

- (1) American depositary shares, or ADSs, issuable upon deposit of the Class A ordinary shares registered hereby will be registered under a separate registration statement on Form F-6 (Registration No. 333-248098). Each ADS represents two Class A ordinary shares.
- (2) Includes (a) Class A ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their over-allotment option and (b) all Class A ordinary shares represented by ADSs initially offered and sold outside the United States that may be resold from time to time in the United States either as part of the distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public.
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (4) Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to such Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 3 is being filed solely for the purpose of changing the basis for calculating the registration fee to the estimated maximum offering price per Class A ordinary share pursuant to Rule 457(a) under the Securities Act of 1933, as amended. No changes have been made to the Registration Statement other than this explanatory note as well as revised version of the cover page and exhibit index of the Registration Statement. This Amendment No. 3 does not contain a copy of the prospectus included in the Registration Statement, which remains unchanged from Amendment No. 2 to the Registration Statement, filed on August 21, 2020. Accordingly, this Amendment No. 3 consists only of the cover page, this explanatory note and Part II of the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to the public interest, such as providing indemnification against civil fraud or the consequences of committing a crime. The registrant's articles of association provide that each officer or director of the registrant shall be indemnified out of the assets of the registrant against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor, or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part, or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the registrant.

Under the form of indemnification agreements to be filed as Exhibit 10.1 to this registration statement, we will agree to indemnify our directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or executive officer.

The form of underwriting agreement to be filed as Exhibit 1.1 to this registration statement will also provide for indemnification of us and our officers and directors.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Recent Sales of Unregistered Securities

We are incorporated as XPeng Inc. in December 2018 and has since then issued and sold the securities described below without registering the securities under the Securities Act. None of these transactions involved any underwriters' underwriting discounts or commissions, or any public offering. We believe that each of the following issuances was exempt from registration under the Securities Act in reliance on Regulation S or Rule 701 under the Securities Act or pursuant to Section 4(2) of the Securities Act regarding transactions not involving a public offering. As we effected a share split on March 30, 2020, through which each one of the previously issued ordinary shares and preferred shares was split into 25 ordinary shares and preferred shares, respectively, the following share numbers have given effect to such share split.

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Simplicity Holding Limited	December 27, 2018	230,234,375 ordinary shares ⁽¹⁾	US\$51,596,941.03	n/a
Efficiency Investment Limited	December 27, 2018	60,000,000 ordinary shares ⁽¹⁾	US\$391,446.89	n/a
Quality Enterprises Limited	December 27, 2018	20,000,000 ordinary shares ⁽¹⁾	US\$130,588.79	n/a
Success Sharing Development Holding Limited	December 27, 2018	137,202,575 ordinary shares ⁽¹⁾	US\$522,168.80	n/a
XPD Holdings Limited	December 27, 2018	583,575 ordinary shares ⁽¹⁾	US\$789,639.92	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Taobao China Holding Limited	September 12, 2019	50,540,875 Series A preferred shares	US\$46,586,904.24	n/a
GGV (Xpeng) Limited	September 12, 2019	18,571,950 Series A-1 preferred shares	US\$19,090,909.00	n/a
Morningside TMT Holding IV Limited	September 12, 2019	14,639,425 Series A-1 preferred shares	US\$15,048,485.00	n/a
Matrix Partners China IV Hong Kong Limited	September 12, 2019	10,317,750 Series A-1 preferred shares	US\$10,606,051.00	n/a
Shunwei Top Venture Limited	September 12, 2019	2,947,925 Series A-1 preferred shares	US\$3,030,303.03	n/a
XPD Holdings Limited	September 12, 2019	583,575 Series A-2 preferred shares(2)	US\$789,639.92	n/a
Taobao China Holding Limited	September 12, 2019	54,709,700 Series B preferred shares	US\$117,787,479.98	n/a
GGV (Xpeng) Limited	September 12, 2019	4,376,775 Series B preferred shares	US\$9,375,000.00	n/a
Morningside TMT Holding IV Limited	September 12, 2019	3,377,400 Series B preferred shares	US\$7,234,375.00	n/a
Matrix Partners China IV Hong Kong Limited	September 12, 2019	2,917,850 Series B preferred shares	US\$6,249,990.00	n/a
Markarian Investments Limited	September 12, 2019	14,589,250 Series B preferred shares	US\$31,250,000.00	n/a
Simplicity Holding Limited	September 12, 2019	29,871,475 Series B-1 preferred shares	US\$94,487,730.81	n/a
GGV (Xpeng) Limited	September 12, 2019	7,148,750 Series B-1 preferred shares	US\$22,595,040.30	n/a
Morningside TMT Holding IV Limited	September 12, 2019	12,556,625 Series B-1 preferred shares	US\$39,645,090.61	n/a
Morningside Special IV Hong Kong Limited	September 12, 2019	7,287,250 Series B-1 preferred shares	US\$23,182,070.70	n/a
Matrix Partners China IV Hong Kong Limited	September 12, 2019	2,297,800 Series B-1 preferred shares	US\$7,285,332.53	n/a
Xenon Investment Limited	September 12, 2019	21,387,275 Series B-1 preferred shares	US\$67,550,819.37	n/a
Sino EV Limited	September 12, 2019	2,297,800 Series B-1 preferred shares	US\$7,257,526.05	n/a
Magical Star Project Company Limited	September 12, 2019	2,665,450 Series B-1 preferred shares	US\$8,554,319.93	n/a
Proficient Development Project Company Limited	September 12, 2019	1,571,700 Series B-1 preferred shares	US\$5,044,098.99	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
CK Investment Holdings Limited	September 12, 2019	358,450 Series B-1 preferred shares	US\$1,156,005.01	n/a
HH XP (HK) Holdings Limited	September 12, 2019	2,297,800 Series B-1 preferred shares	US\$7,285,337.53	n/a
Robert S Bao	September 12, 2019	919,125 Series B-1 preferred shares	US\$2,914,135.01	n/a
Taobao China Holding Limited	September 12, 2019	18,382,450 Series B-1 preferred shares	US\$57,965,973.97	n/a
Simplicity Holding Limited	September 12, 2019	7,033,275 Series B-2 preferred shares	US\$25,584,370.19	n/a
GGV (Xpeng) Limited	September 12, 2019	1,776,075 Series B-2 preferred shares	US\$6,455,725.91	n/a
Xenon Investment Limited	September 12, 2019	3,381,375 Series B-2 preferred shares	US\$12,281,967.23	n/a
KTB China Synergy Fund	September 12, 2019	1,298,750 Series B-2 preferred shares	US\$4,710,964.00	n/a
KTB AI Limited Partnership	September 12, 2019	2,697,425 Series B-2 preferred shares	US\$10,049,577.92	n/a
Sino EV Limited	September 12, 2019	559,475 Series B-2 preferred shares	US\$2,032,107.30	n/a
Luminous Ace Limited	September 12, 2019	783,250 Series B-2 preferred shares	US\$2,885,000.00	n/a
Truly Magnetic Project Company Limited	September 12, 2019	1,214,850 Series B-2 preferred shares	US\$4,483,643.55	n/a
HH XP (HK) Holdings Limited	September 12, 2019	1,998,100 Series B-2 preferred shares	US\$7,285,337.53	n/a
Taobao China Holding Limited	September 12, 2019	5,394,850 Series B-2 preferred shares	US\$19,563,516.22	n/a
PV Xenon Investment II Limited	December 2, 2019	10,612,100 Series C preferred shares	US\$40,000,000.00	n/a
Fast Pace Limited	December 2, 2019	13,265,100 Series C preferred shares	US\$50,000,000.00	n/a
Simplicity Holding Limited	December 2, 2019	43,642,225 Series C preferred shares	US\$164,500,000.00	n/a
GGV (Xpeng) Limited	December 2, 2019	3,183,625 Series C preferred shares	US\$12,000,000.00	n/a
Matrix Partners China IV Hong Kong Limited	December 2, 2019	1,326,500 Series C preferred shares	US\$5,000,000.00	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Shunwei Top Venture Limited	December 2, 2019	397,950 Series C preferred shares	US\$1,500,000.00	n/a
Golden Eagle (Asia) Investment Limited	December 2, 2019	2,653,025 Series C preferred shares	US\$10,000,000.00	n/a
Duowan Entertainment Corp.	December 2, 2019	1,326,500 Series C preferred shares	US\$5,000,000.00	n/a
Evolution Special Opportunity Fund I, L.P.	December 2, 2019	2,306,975 Series C preferred shares	US\$8,695,652.00	n/a
Evolution Fund I Co- investment, L.P.	December 2, 2019	346,050 Series C preferred shares	US\$1,304,348.00	n/a
Bryan White	December 2, 2019	265,300 Series C preferred shares	US\$1,000,000.00	n/a
Markarian Investments Limited	December 2, 2019	265,300 Series C preferred shares	US\$1,000,000.00	n/a
Pacific Rays Limited	April 10, 2020	26,137,425 Series C preferred shares ⁽³⁾	US\$98,519,394.25	n/a
Shanghai Cheyou Enterprise Management Partnership (Limited Partnership)	April 24, 2020	15,753,000 Class A ordinary shares and 27,567,750 Series A preferred shares ⁽⁴⁾	US\$25,531,932.02	n/a
Shanghai Yuanxin Enterprise Management Partnership (Limited Partnership)	April 24, 2020	8,935,900 Series B-1 preferred shares and 2,220,100 Series B-2 preferred shares ⁽⁴⁾	US\$36,034,997.19	n/a
CX TMT Holding IV Limited	April 24, 2020	3,932,550 Series A-1 preferred shares, 999,350 Series B preferred shares, 5,432,025 Series B-1 preferred shares and 999,050 Series B-2 preferred shares ⁽⁴⁾	US\$27,032,426.33	n/a
Pacific Rays Limited	April 24, 2020	14,739,650 Series A-1 preferred shares and 36,473,100 Series B preferred shares ⁽⁴⁾	US\$95,379,531.89	n/a
Zhuhai Guangkong Zhongying Industrial Investment Fund Partnership (Limited Partnership)	April 24, 2020	2,653,125 Series A-1 preferred shares ⁽⁴⁾	US\$ 2,848,416.76	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Shanghai Jihe Enterprise Management Consulting Partnership (Limited Partnership)	April 24, 2020	2,917,850 Series A-2 preferred shares, 729,450 Series B preferred shares, 919,125 Series B-1 preferred shares and 3,996,200 Series B-2 preferred shares ⁽⁴⁾	US\$22,830,179.38	n/a
Shanghai Guangyi Investment Management Center (Limited Partnership)	April 24, 2020	2,334,275 Series A-2 preferred shares ⁽⁴⁾	US\$ 3,162,255.32	n/a
Speed Up Holdings Limited	April 24, 2020	2,334,275 Series A-2 preferred shares and 459,550 Series B-1 preferred shares ⁽⁴⁾	US\$4,602,990.67	n/a
Shanghai Huiyu Enterprise Management Partnership (Limited Partnership)	April 24, 2020	7,294,625 Series B preferred shares ⁽⁴⁾	US\$ 15,914,950.50	n/a
XP Management Limited	April 24, 2020	13,130,325 Series B preferred shares ⁽⁴⁾	US\$28,611,848.48	n/a
Yincheng Investment Limited	April 24, 2020	3,888,600 Series B-1 preferred shares and 614,800 Series B-2 preferred shares ⁽⁴⁾	US\$14,418,155.34	n/a
Ningbo Dingpeng Equity Investment Partnership (Limited Partnership)	April 24, 2020	4,595,600 Series B-1 preferred shares and 1,998,100 Series B-2 preferred shares ⁽⁴⁾	US\$21,659,089.41	n/a
Shanghai Yuanxin Enterprise Management Partnership (Limited Partnership)	May 11, 2020	795,907 Series C preferred shares ⁽³⁾	US\$3,000,000.00	n/a
Hongdi Brian Gu	May 26, 2020	318,363 Series C preferred shares	US\$1,200,000.00	n/a
Quack Holding Limited	June 28, 2020	17,643,400 Class A ordinary shares ⁽⁵⁾	US\$176.44	n/a
Like Minded Enterprise Limited	June 28, 2020	15,760,000 Class A ordinary shares ⁽⁵⁾	US\$157.60	n/a
Xpeng Fortune Holdings Limited	June 28, 2020	33,349,070 Class A ordinary shares ⁽⁵⁾	US\$333.49	n/a
Respect Holding Limited	June 28, 2020	21,000,000 Class B ordinary shares ⁽⁵⁾	US\$210.00	n/a
Aspex Master Fund	July 22, 2020	20,758,851 Series C preferred shares	US\$90,000,000.00	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Coatue PE Asia 33 LLC	July 22, 2020	20,758,851 Series C preferred shares	US\$90,000,000.00	n/a
HH XP (HK) Holdings Limited	July 22, 2020	16,145,773 Series C preferred shares	US\$70,000,000.00	n/a
SCC Growth VI Holdco E, Ltd.	July 22, 2020	16,145,773 Series C preferred shares	US\$70,000,000.00	n/a
Hel Ved Master Fund	July 22, 2020	2,306,539 Series C preferred shares	US\$10,000,000.00	n/a
Matrix Partners China IV Hong Kong Limited	July 24, 2020	4,613,078 Series C preferred shares	US\$20,000,000.00	n/a
Anatole Partners Master Fund, L.P.	July 24, 2020	3,010,034 Series C preferred shares	US\$13,050,000.00	n/a
Anatole Partners Enhanced Master Fund, L.P.	July 24, 2020	449,775 Series C preferred shares	US\$1,950,000.00	n/a
Tairen Alpha Fund Limited	July 24, 2020	3,459,809 Series C preferred shares	US\$15,000,000.00	n/a
3W Global Fund	July 24, 2020	3,459,809 Series C preferred shares	US\$15,000,000.00	n/a
ZWC XP Investments Limited	July 24, 2020	3,459,809 Series C preferred shares	US\$15,000,000.00	n/a
CloudAlpha Master Fund	July 24, 2020	2,306,539 Series C preferred shares	US\$10,000,000.00	n/a
Summer Rocket Holdings Limited	July 24, 2020	2,306,539 Series C preferred shares	US\$10,000,000.00	n/a
Grand Horizon Plus Investment Limited	July 24, 2020	2,306,539 Series C preferred shares	US\$10,000,000.00	n/a
Azure Kingfisher Limited	July 24, 2020	2,306,539 Series C preferred shares	US\$10,000,000.00	n/a
Pine Summit International Limited	July 24, 2020	1,153,270 Series C preferred shares	US\$5,000,000.00	n/a
Neumann Capital	July 24, 2020	1,153,270 Series C preferred shares	US\$5,000,000.00	n/a
Shengyu Ventures Limited	July 24, 2020	461,308 Series C preferred shares	US\$2,000,000.00	n/a
Luminous Time Limited	July 24, 2020	461,308 Series C preferred shares	US\$2,000,000.00	n/a
Cheung Shun Ching	July 24, 2020	461,308 Series C preferred shares	US\$2,000,000.00	n/a
Celestial Dragon Holdings Limited	July 24, 2020	461,308 Series C preferred shares	US\$2,000,000.00	n/a

<u>Securities/Purchaser</u>	<u>Date of Issuance</u>	<u>Number of Securities</u>	<u>Consideration in U.S. Dollars</u>	<u>Underwriting Discount and Commission</u>
Robert S Bao	July 24, 2020	230,654 Series C preferred shares	US\$1,000,000.00	n/a
Ampere Partners Holding Limited	July 24, 2020	230,654 Series C preferred shares	US\$1,000,000.00	n/a
Credit Suisse AG, Singapore Branch	July 24, 2020	3,459,809 Series C preferred shares	US\$15,000,000.00	n/a
Al-Rayyan Holding LLC	July 29, 2020	23,065,390 Series C preferred shares	US\$100,000,000.00	n/a
Taobao China Holding Limited	August 6, 2020	49,590,589 Series C preferred shares	US\$215,000,000.00	n/a
Aerospace Holding Company LLC	August 6, 2020	23,065,390 Series C preferred shares	US\$100,000,000.00	n/a
Quack Holding Limited	August 6, 2020	14,850,560 Class A ordinary shares ⁽⁶⁾	US\$148.50	n/a
XPeng Fortune Holdings Limited	August 6, 2020	9,695,210 Class A ordinary shares	US\$96.95	n/a
Dazzling Mount Holdings Limited	August 6, 2020	3,501,425 Series A-2 preferred shares and 1,922,624 Series B preferred shares ⁽⁴⁾	US\$8,059,249.80	n/a
Simplicity Holding Limited	August 6, 2020	16,926,907 Series B preferred shares ⁽⁴⁾	US\$33,183,603.35	n/a
Efficiency Investment Limited	August 6, 2020	1,137,879 Series B preferred shares ⁽⁴⁾	US\$2,230,703.89	n/a
Hongdi Brian Gu	August 6, 2020	1,896,465 Series B preferred shares ⁽⁴⁾	US\$3,717,839.82	n/a

(1) As part of the Registrant's reorganization, on June 14, 2019, the Registrant redeemed a certain number of ordinary shares from the investor, while later on August 8, 2019, the Registrant issued the same number of ordinary shares back to such investor.

(2) As part of the Registrant's reorganization, the Registrant redeemed 23,343 ordinary shares from XPD Holdings Limited, and re-designated and re-classified such ordinary shares into the same number of Series A-2 preferred shares.

(3) Consideration for such shares was initially paid to Chengxing Zhidong in the form of interest-free loans denominated in RMB. After the relevant shareholder completes the regulatory registrations for overseas investment, Chengxing Zhidong will repay the loan, and the shareholder will pay the equivalent amount to XPeng Inc. in U.S. dollars.

(4) Shares purchased pursuant to warrants granted on September 12, 2019.

(5) Shares issued in connection with the restructuring of Success Sharing.

(6) Shares issued pursuant to the RSUs granted to Hongdi Brian Gu.

In June 2020, XPeng Inc. adopted a share incentive plan, or the Plan allows us to grant options, restricted shares, RSUs and other equity awards to our employees, directors and consultants. As of the date of this prospectus, 96,274,295 RSUs were granted and outstanding, and shares underlying 43,044,280 of such RSUs have been issued to XPeng Fortune Holdings Limited, which has been established for our share incentive plan.

Item 8. Exhibits and Financial Statement Schedules

(a) Exhibits

See Exhibit Index beginning on page II-7 of this Registration Statement.

(b) **Financial Statement Schedules.**

All supplement schedules are omitted because of the absence of conditions under which they are required or because the information is shown in the financial statements or notes thereto.

Item 9. Undertakings

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant under the provisions described in Item 6, or otherwise, the registrant has been advised that in the opinion of the SEC 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.

The undersigned registrant hereby undertakes that:

- (1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant under Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
- (2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus 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.

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
1.1***	Form of Underwriting Agreement
3.1***	Sixth Amended and Restate Memorandum and Articles of Association of the Registrant, amended and restated on August 5, 2020
3.2***	Form of Seventh Amended and Restated Memorandum and Articles of Association of the Registrant
4.1***	Specimen of Ordinary Share Certificate
4.2**	Form of Deposit Agreement among the Registrant, Citibank, N.A., as depositary, and the holders and beneficial owners of ADSs issued thereunder
4.3**	Form of American Depositary Receipt evidencing American Depositary Shares (included in Exhibit 4.2)
4.4***	Fourth Amended and Restated Shareholders Agreement, dated June 28, 2020
4.5***	Supplemental Agreement to the Fourth Amended and Restated Shareholders Agreement, dated August 5, 2020
4.6***	Registration Right Agreement, dated August 20, 2020
5.1***	Opinion of Harney Westwood & Riegels regarding the validity of the ordinary shares being registered
10.1***	Form of Indemnification Agreement between the Registrant and its directors and executive officers
10.2***	Form of Employment Agreement between the Registrant and its executive officers based in the PRC
10.3***	English translation of Equity Interest Pledge Agreement by and among Xiaopeng Technology, Zhipeng IoV and shareholders of Zhipeng IoV, dated May 28, 2018
10.4***	English translation of Power of Attorney by and among Xiaopeng Technology, Zhipeng IoV and shareholders of Zhipeng IoV, dated May 28, 2018
10.5***	English translation of Loan Agreement by and among Xiaopeng Technology and shareholders of Zhipeng IoV, dated May 28, 2018
10.6***	English translation of Exclusive Service Agreement between Xiaopeng Technology and Zhipeng IoV, dated May 28, 2018
10.7***	English translation of Exclusive Option Agreement by and among Xiaopeng Technology, Zhipeng IoV and shareholders of Zhipeng IoV, dated May 28, 2018
10.8***	English translation of Equity Interest Pledge Agreement by and among Xiaopeng Chuxing, Yidian Chuxing and shareholders of Yidian Chuxing, dated May 28, 2018
10.9***	English translation of Power of Attorney by and among Xiaopeng Chuxing, Yidian Chuxing and shareholders of Yidian Chuxing, dated May 28, 2018
10.10***	English translation of Loan Agreement by and among Xiaopeng Chuxing and shareholders of Yidian Chuxing, dated May 28, 2018
10.11***	English translation of Exclusive Service Agreement between Xiaopeng Chuxing and Yidian Chuxing, dated May 28, 2018
10.12***	English translation of Exclusive Option Agreement by and among Xiaopeng Chuxing, Yidian Chuxing and shareholders of Yidian Chuxing, dated May 28, 2018
10.13***	English translation of Loan Agreement, between Zhaoqing High-Tech Industry Development Zone Construction Investment and Development Co., Limited and Chengxing Zhidong, dated May 27, 2017

Exhibit No.	Description of Exhibit
10.14***	English translation of Amendment No. 1 to the Loan Agreement, by and among Zhaoqing High-Tech Industry Development Zone Construction Investment and Development Co., Limited, Chengxing Zhidong and Zhaoqing Xiaopeng Automobile Co., Ltd., dated August 25, 2017
10.15***†	English translation of Xiaopeng Brand Vehicle Cooperative Manufacturing Agreement, between Xiaopeng Technology and Haima Automobile Co., Ltd., dated March 31, 2017
10.16***†	English translation of Xiaopeng Brand Vehicle Distribution Agreement, between Xiaopeng Technology and Haima Automobile Co., Ltd., dated March 31, 2017
10.17***	Amended and Restated 2019 Share Incentive Plan
10.18***	Form of Employment Agreement between the Registrant and its executive officers based in the United States
10.19***	Form of Employment Agreement between the Registrant and its executive officers based in Hong Kong
21.1***	Subsidiaries of Registrant
23.1***	Consent of PricewaterhouseCoopers Zhong Tian LLP
23.2***	Consent of Harney Westwood & Riegels (included in Exhibit 5.1)
23.3***	Consent of Fangda Partners (included in Exhibit 99.2)
23.4***	Consent of IHS Global Inc.
23.5***	Consent of Donghao Yang
24.1***	Powers of Attorney (included on the signature page in Part II of this Registration Statement)
99.1***	Code of Business Conduct and Ethics of the Registrant
99.2***	Opinion of Fangda Partners regarding certain PRC law matters

** Incorporated by reference to the Registration Statement on Form F-6 filed with the Securities and Exchange Commission with respect to American depositary shares representing our ordinary shares.

*** Previously filed.

† Portions of this exhibit have been omitted in accordance with Item 601(b)(10) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Guangdong, China on August 25, 2020.

XPENG INC.

By: /s/ Xiaopeng He

Name: Xiaopeng He

Title: Chairman and Chief Executive Officer

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Xiaopeng He</u> Xiaopeng He	Chairman and Chief Executive Officer (principal executive officer)	August 25, 2020
<u>/s/ Heng Xia</u> Heng Xia	Director and President	August 25, 2020
<u>/s/ Hongdi Brian Gu</u> Hongdi Brian Gu	Vice Chairman and President	August 25, 2020
<u>*</u> Tao He	Director and Senior Vice President	August 25, 2020
<u>*</u> Ji-Xun Foo	Director	August 25, 2020
<u>*</u> Fei Yang	Director	August 25, 2020
<u>*</u> Qin Liu	Director	August 25, 2020
<u>*</u> Yongfu Yu	Director	August 25, 2020
<u>*</u> Hsuehching Lu	Vice President of Finance and Accounting (principal financial and accounting officer)	August 25, 2020

*By: /s/ Xiaopeng He

Name: Xiaopeng He

Attorney-in-fact

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 on August 25, 2020.

US Authorized Representative
Cogency Global Inc.

By: /s/ Colleen A. De Vries

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