

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM T-3**  
(Amendment No. 1)

**FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES  
UNDER THE TRUST INDENTURE ACT OF 1939**

**Luckin Coffee Inc.**  
(Issuer)

**Luckin Coffee Investment Inc.**  
**Luckin Coffee USA Holdings Inc.**  
**Luckin Coffee International Holdings Inc.**  
**Luckin Coffee (USA) Inc.**  
**Luckin Coffee Roasting (Hong Kong) Limited**  
**Luckin Coffee (Hong Kong) Limited**  
**Luckin Coffee Roastery (Hong Kong) Limited**  
**Luckin Coffee International (Hong Kong) Limited**  
(Subsidiary Guarantors)

(Name of applicants)

**28th Floor, Building T3, Haixi Jingu Plaza**  
**1-3 Taibei Road**  
**Siming District, Xiamen City, Fujian People's Republic of China, 361008**  
(Address of principal executive offices)

**Securities to be Issued Under the Indenture to be Qualified**

**Title of Class** **Amount (1)**

9.00% Series A Senior Secured Notes Due 2023	Up to 120,000,000 aggregate principal amount
9.00% Series B Senior Secured Notes Due 2027	Up to 200,000,000 aggregate principal amount
Zero coupon Series C Senior Secured Notes Due 2023	Up to 40,000,000 aggregate principal amount

(1) the actual class of New Notes (as defined below) and amount of such New Notes to be issued will depend on the exercise by the Scheme Creditors (as defined below) of certain election rights as provided under the Scheme Document (as defined below)

Approximate date of issuance

Upon effectiveness of the Company's restructuring, presently anticipated to be on or about January 28, 2022

Name and address of agent for service:

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

With copies to:

**Yan Zhang**  
**Li He**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Ave**  
**New York, New York 10017**  
**(212) 450-4000**

The Applicants (as defined below) hereby amend this application for qualification on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after the filing of an amendment that specifically states that it shall supersede this application, or (ii) such date as the Securities and Exchange Commission (the "Commission"), acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"), may determine upon written request.

## EXPLANATORY NOTE

This Amendment No. 1 (this “Amendment”) to the Application for Qualification of Indentures on Form T-3, which amends the Application for Qualification of Indentures on Form T-3 (File No. 022-29096) originally filed by the Issuer with the Securities and Exchange Commission (the “Commission”) on January 18, 2022 (the “Initial Application”), is being filed solely with the purpose of adding the CIK numbers of the Subsidiary Guarantors to File No. 022-29096.

This Amendment is not intended to amend or delete any other part of the Initial Application. All other information in the Initial Application is unchanged and has been omitted from this Amendment. Unless indicated otherwise, capitalized terms used below and not defined herein have the meanings given to them in the Initial Application.

<b>Exhibit</b>	<b>Description</b>
T3A-1	Certificate of Incorporation of Luckin Coffee Inc.*
T3A-2	Memorandum of Association of Luckin Coffee Inc.*
T3A-3	Certificate of Incorporation of Luckin Coffee Investment Inc.*
T3A-4	Certificate of Incorporation on Change of Name of Luckin Coffee Investment Inc. dated September 19, 2017*
T3A-5	Certificate of Incorporation on Change of Name of Luckin Coffee Investment Inc. dated December 15, 2017*
T3A-6	Memorandum of Association of Luckin Coffee Investment Inc.*
T3A-7	Certificate of Incorporation of Luckin Coffee USA Holdings Inc.*
T3A-8	Memorandum of Association of Luckin Coffee USA Holdings Inc.*
T3A-9	Certificate of Incorporation of Luckin Coffee International Holdings Inc.*
T3A-10	Memorandum of Association of Luckin Coffee International Holdings Inc.*
T3A-11	Certificate of Incorporation of Luckin Coffee (USA) Inc.*
T3A-12	Certificate of Incorporation of Luckin Coffee Roasting (Hong Kong) Limited*
T3A-13	Articles of Association of Luckin Coffee Roasting (Hong Kong) Limited*
T3A-14	Certificate of Incorporation of and Luckin Coffee (Hong Kong) Limited*
T3A-15	Certificate of Incorporation on Change of Name of Luckin Coffee (Hong Kong) Limited dated September 11, 2017*
T3A-16	Certificate of Incorporation on Change of Name of Luckin Coffee (Hong Kong) Limited dated September 20, 2017*
T3A-17	Certificate of Incorporation on Change of Name of Luckin Coffee (Hong Kong) Limited dated October 18, 2017*
T3A-18	Articles of Association of Luckin Coffee (Hong Kong) Limited*
T3A-19	Certificate of Incorporation of Luckin Coffee Roastery (Hong Kong) Limited*
T3A-20	Articles of Association of Luckin Coffee Roastery (Hong Kong) Limited*
T3A-21	Certificate of Incorporation of Luckin Coffee International (Hong Kong) Limited*
T3A-22	Articles of Association of Luckin Coffee International (Hong Kong) Limited*
T3B	By-laws of Luckin Coffee (USA) Inc. *
T3C-1	Form of Base Indenture*
T3C-2	Form of Series A Supplemental Indenture*
T3C-3	Form of Series B Supplemental Indenture*
T3C-4	Form of Series C Supplemental Indenture*
T3D	Findings of the Court*
T3E	Scheme Document*
T3F	Cross reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Section 310 through 318(a), inclusive, of the Trust Indenture Act (included in Exhibit T3C-1 hereto)*
T3G	Group structure chart showing direct and indirect subsidiaries of the Applicants*
25.1	Statement of eligibility of The Bank of New York Mellon as the trustee on Form T-1 for the Form of Indenture*

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\* Filed previously with the Form T-3 filed on January 18, 2022.

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**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, each of the Applicants below, companies, organized and existing under the laws of its respective jurisdiction of incorporation, have duly caused this application to be signed on their behalf by the undersigned, thereunto duly authorized, and attested, all in the People's Republic of China, on the day of January 24, 2022.

**LUCKIN COFFEE INC.**

Attest: /s/ Reinout Hendrik Schakel  
Name: Reinout Hendrik Schakel  
Title: Chief Financial Officer and Chief Strategy Officer

By: /s/ Jinyi Guo  
Name: Jinyi Guo  
Title: Director, Chief Executive Officer and Chairman of the Board

**LUCKIN COFFEE INVESTMENT INC.  
LUCKIN COFFEE USA HOLDINGS INC.  
LUCKIN COFFEE INTERNATIONAL HOLDINGS INC.  
LUCKIN COFFEE ROASTING (HONG KONG) LIMITED  
LUCKIN COFFEE (HONG KONG) LIMITED  
LUCKIN COFFEE ROASTERY (HONG KONG) LIMITED  
LUCKIN COFFEE INTERNATIONAL (HONG KONG)  
LIMITED**

Attest: /s/ Reinout Hendrik Schakel  
Name: Reinout Hendrik Schakel  
Title: Chief Financial Officer and Chief Strategy Officer of the Issuer

By: /s/ Jinyi Guo  
Name: Jinyi Guo  
Title: Director

**LUCKIN COFFEE (USA) INC.**

Attest: /s/ Reinout Hendrik Schakel  
Name: Reinout Hendrik Schakel  
Title: Chief Financial Officer and Chief Strategy Officer of the Issuer

By: /s/ Yihui Zhang  
Name: Yihui Zhang  
Title: Director

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