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

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LUCKIN COFFEE INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands (State or other jurisdiction of incorporation or organization)	5810 (Primary Standard Industrial Classification Code Number)	Not Applicable (I.R.S. Employer Identification Number)
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**17F Block A, Tefang Portman Tower
No. 81 Zhanhong Road
Siming District, Xiamen, Fujian
People's Republic of China, 361008
+86-592-3386666**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1 800-221-0102**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Li He, Esq.
James C. Lin, Esq.
Davis Polk & Wardwell LLP
18/F, The Hong Kong Club Building
3A Chater Road, Central
Hong Kong
+852 2533-3300**

**Allen Wang, Esq.
Posit Laohaphan, Esq.
Latham & Watkins LLP
18th Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
+852 2912-2500**

**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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-235836

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 US 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. □

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount of Securities to be Registered⁽¹⁾⁽²⁾⁽³⁾	Proposed Maximum Offering Price per Share⁽¹⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee
Class A ordinary shares, par value US\$0.000002 per share ⁽²⁾	16,560,000	US\$4.3281	US\$71,673,336	US\$9,303.20

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(c) under the Securities Act of 1933, based on the average of the high and low trading prices on January 6, 2020 of the Registrant's American depository shares listed on the NASDAQ Global Select Market, each representing eight Class A ordinary shares of the Registrant.
- (2) Includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public, and also includes Class A ordinary shares that may be purchased by the underwriters pursuant to an option to purchase additional ADSs. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-235836. A total of 110,400,000 securities were registered under Registration Statement No. 333-235836. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-235836 exceed 126,960,000.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

† 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.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on [Form F-1 \(File No. 333-235836\) initially filed by Luckin Coffee Inc. \(the "Company"\) with the Securities and Exchange Commission \(the "Commission"\) on January 7, 2020](#), which was declared effective by the Commission on January 9, 2020, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

LUCKIN COFFEE INC.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Conyers Dill & Pearman regarding the validity of the Class A ordinary shares being registered (filed herewith)</u>
23.1	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1).</u>
23.2	<u>Consent of Independent Registered Public Accounting Firm (filed herewith)</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Luckin Coffee Inc. (File No. 333-235836) initially filed with the Securities and Exchange Commission on January 7, 2020)</u>
24.2	<u>Powers of Attorney (included on the signature page of this Registration Statement)</u>

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 the PRC, on January 9, 2020.

LUCKIN COFFEE INC.

By: /s/ REINOUT HENDRIK SCHAKEL

Name: Reinout Hendrik Schakel

Title: *Chief Financial Officer and Chief Strategy Officer*

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 indicated on January 9, 2020.

<u>Signature</u>	<u>Title</u>
* _____ Name: Charles Zhengyao Lu	Chairman of Board of Directors
* _____ Name: Jenny Zhiya Qian	Director and Chief Executive Officer (principal executive officer)
* _____ Name: Jian Liu	Director and Chief Operating Officer
* _____ Name: Jinyi Guo	Director and Senior Vice President
* _____ Name: Hui Li	Director
* _____ Name: Erhai Liu	Director
* _____ Name: Sean Shao	Independent Director
* _____ Name: Thomas P. Meier	Independent Director

Signature

Title

/s/ REINOUT HENDRIK SCHAKEL

Chief Financial Officer and Chief Strategy Officer
(principal financial and accounting officer)

Name: Reinout Hendrik Schakel

*By

/s/ REINOUT HENDRIK SCHAKEL

Name: Reinout Hendrik Schakel
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 Luckin Coffee Inc., has signed this registration statement or amendment thereto in New York on January 9, 2020.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ RICHARD ARTHUR

Name: Richard Arthur

Title: *Assistant Secretary*

QuickLinks

[EXPLANATORY NOTE](#)

[LUCKIN COFFEE INC. EXHIBIT INDEX](#)

[SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES](#)

9 January 2020

Matter No: 830247
Doc Ref: 105603827
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Wynne.Lau@conyersdill.com

Luckin Coffee Inc.
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Dear Sirs,

Re: **Luckin Coffee Inc.** (the “**Company**”)

We have acted as special legal counsel in the Cayman Islands to the Company in connection with the proposed public offering (the “**Offering**”) of an aggregate of 13,800,000 American Depositary Shares, representing 110,400,000 Class A Ordinary Shares, par value \$0.000002 per share (the “**Firm Shares**”), of the Company, and at the election of the underwriters to the Offering, up to 2,070,000 additional American Depositary Shares representing 16,560,000 Class A Ordinary Shares, par value US\$0.000002 per share (the “**Optional Shares**” and together with the Firm Shares, the “**Offering Shares**”) of the Company, as described in the Company’s registration statements on Form-1, as amended and filed by the Company under the United States Securities Act of 1933, as amended (the “**Securities Act**”) with the U.S. Securities and Exchange Commission (the “**Commission**”) (the “**Registration Statements**”, 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 copies of the Registration Statements. We have also reviewed (1) the currently adopted fifth amended and restated memorandum and articles of association of the Company, (2) the written resolutions of all directors of the Company dated 7 January 2020, (the “**Resolutions**”), (3) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 24 December 2019 (the “**Certificate Date**”), and (4) such other documents 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 (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 and/or filed 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 Statements and other documents reviewed by us, (d) that the Resolutions have been passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, will remain in full force and effect and will not be 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 issuance of any Offering 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, and (g) the validity and binding effect under the laws of the United States of America of the Registration Statements and that the Registration Statements will be duly filed with the Commission.

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.

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. When issued and paid for as contemplated by the Registration Statements and registered in the register of members of the Company, the Offering Shares 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 of such shares).
3. The statements in the Prospectus under the caption “**Taxation — Cayman Islands Taxation**” insofar and to the extent that they constitute a summary or description of the laws and regulations of the Cayman Islands fairly and accurately present the information and summarise the matters referred to therein and nothing has been omitted from such statements that would make them misleading in any material respect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statements and to the references to our firm under the captions “Enforcement of Civil Liabilities” and “Legal Matters” in the prospectus forming a part of the Registration Statements. In giving this consent, we do not hereby admit that we are 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 F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated February 22, 2019, with respect to the consolidated financial statements of Luckin Coffee Inc. included in the Registration Statement and related Prospectus of Luckin Coffee Inc. for the registration of 16,560,000 shares of its Class A Ordinary Shares.

/s/Ernst & Young Hua Ming LLP
Shanghai, the People’s Republic of China
January 9, 2020
