
**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)
--	--	---

**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.
10 E. 40th Street, 10th Floor
New York, NY 10016
+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**

**Shuang Zhao, Esq.
Cleary Gottlieb Steen & Hamilton
37th Floor, Hysan Place
500 Hennessy Road, Causeway bay
Hong Kong
+852 2521-4122**

**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. 333-230977

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⁾⁽⁴⁾	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⁾ ⁽³⁾	27,600,000	US\$2.125	US\$58,650,000	US\$7,108.38

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.
- (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 over-allotment option. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) American depositary shares 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.333-230989). Each American depositary share represents eight Class A ordinary shares.
- (4) 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. 333-230977. A total of 276,000,000 of securities were registered under Registration Statement No. 333-230977. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-230977 exceed 303,600,000.

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. 333-230977) initially filed by Luckin Coffee Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on April 22, 2019, which was declared effective by the Commission on May 16, 2019, 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. 333-230977) initially filed with the Securities and Exchange Commission on April 22, 2019)</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 May 17, 2019.

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 May 17, 2019.

<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
<u>/s/ REINOUT HENDRIK SCHAKEL</u> Name: Reinout Hendrik Schakel	Chief Financial Officer and Chief Strategy Officer (principal financial and accounting officer)
*By <u>/s/ REINOUT HENDRIK SCHAKEL</u> Name: Reinout Hendrik Schakel <i>Attorney-in-fact</i>	

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jenny Zhiya Qian and Reinout Hendrik Schakel as attorneys-in-fact with full power of substitution, for him or her in any and all capacities, to do any and all acts and all things and to execute any and all instruments which said attorney and agent may deem necessary or desirable to enable the registrant to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission thereunder, in connection with the registration under the Securities Act of ordinary shares of the registrant (the "Shares"), including, without limitation, the power and authority to sign the name of each of the undersigned in the capacities indicated below to the Registration Statement on Form F-1 (the "Registration Statement") to be filed with the Securities and Exchange Commission with respect to such Shares, to any and all amendments or supplements to such Registration Statement, whether such amendments or supplements are filed before or after the effective date of such Registration Statement, to any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act, and to any and all instruments or documents filed as part of or in connection with such Registration Statement or any and all amendments thereto, whether such amendments are filed before or after the effective date of such Registration Statement; and each of the undersigned hereby ratifies and confirms all that such attorney and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ SEAN SHAO</u> Name: Sean Shao	Independent Director	May 17, 2019
<u>/s/ THOMAS P. MEIER</u> Name: Thomas P. Meier	Independent Director	May 17, 2019

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 May 17, 2019.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ CHIANG SHEUNG LIN

Name: Chiang Sheung Lin

Title: *Assistant Secretary*

QuickLinks

[EXPLANATORY NOTE](#)

[LUCKIN COFFEE INC. EXHIBIT INDEX](#)

[SIGNATURES](#)

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

17 May 2019

Matter No: 828638

Doc Ref: 105113287

+852 2842 9532

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 initial public offering (the “**Offering**”) of an aggregate of 33,000,000 American Depositary Shares, representing 264,000,000 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 4,950,000 additional American Depositary Shares representing 39,600,000 Class A Ordinary Shares (“**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 United States Securities and Exchange Commission (the “**Commission**”) (the “**Registration Statements**”).

For the purposes of giving this opinion, we have examined copies of the Registration Statements. We have also reviewed (1) the currently adopted fourth amended and restated memorandum and articles of association of the Company, (2) the written resolutions of all directors of the Company dated 16 April 2019, and written resolutions of all members of the Company dated 16 April 2019 (the “**Listing Resolutions**”), (3) the draft fifth amended and restated memorandum and articles of association of the Company conditionally adopted pursuant to the Listing Resolutions and proposed to become effective prior to the closing of the Company’s initial public offering of Class A Ordinary Shares represented by American Depositary Shares (the “**Listing M&As**”), (4) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 17 April 2019 (the “**Certificate Date**”), (5) a copy of the register of members of the Company received from the Company on 18 April 2019, and (6) 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 Listing 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 the Listing M&As will become effective prior to the closing of the Company's initial public offering of Class A Ordinary Shares represented by American Depositary Shares, (f) 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, (g) that upon issuance of any Class A Ordinary 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 (h) 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 Class A Ordinary 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 27,600,000 shares of its Class A Ordinary Shares.

/s/Ernst & Young Hua Ming LLP
Shanghai, the People’s Republic of China
May 17, 2019
