
**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 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of April 2021

Commission File Number 001-38896

Luckin Coffee Inc.

(Exact Name of Registrant as Specified in Its Charter)

**17F Block A, Tefang Portman Tower
No. 81 Zhanhong Road
Siming District, Xiamen, Fujian
People's Republic of China, 361008
+86-592-3386666**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

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.

Luckin Coffee Inc.

Date: April 15, 2021

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release entitled "Luckin Coffee Announces Investment Agreement"
99.2	Summary of Material Terms of the Transactions

Luckin Coffee Announces Investment Agreement

Additional Financial Resources to Support the Company's Recently Announced Offshore Debt Restructuring and Fulfill Settlement Obligations with U.S. Securities and Exchange Commission

Preserves Company's Financial Resources to Pursue Business Plan and Deliver Long-Term Growth and Value for Shareholders

BEIJING, April 15, 2021 (GLOBE NEWSWIRE) — Luckin Coffee Inc. (in Provisional Liquidation) (the “Company” or “Luckin Coffee”) (OTC: LKNCY) today announced that it has entered into an investment agreement (the “Investment Agreement”) with an affiliate of Centurium Capital (“Centurium Capital”), as the lead investor, and Joy Capital. Both Centurium Capital and Joy Capital are leading private equity investment firms in China and current shareholders of the Company.

Pursuant to the Investment Agreement, (i) Centurium Capital has agreed to an investment, through a private placement, totaling approximately US\$240 million in senior convertible preferred shares of the Company (“Senior Preferred Share(s)”), and (ii) Joy Capital has agreed to an investment, through a private placement, totaling approximately US\$10 million in Senior Preferred Shares (collectively, the “Transactions”). Under certain circumstances, Centurium Capital and Joy Capital may be able to upsize on a pro rata basis for an additional US\$150 million. The closing of the Transactions will be subject to a series of closing conditions, including the implementation of a restructuring of Luckin Coffee’s \$460 million 0.75% Convertible Senior Notes due 2025 through a scheme of arrangement under section 86 of the Cayman Islands Companies Act (2021 Revision) in accordance with the terms of the recently announced restructuring support agreement. A summary of key terms of the Transactions is attached as Exhibit 99.2 to the Current Report on Form 6-K furnished by the Company today.

Luckin Coffee plans to use the proceeds of the investment to facilitate the Company’s proposed offshore restructuring and fulfill its obligations under its recently announced settlement with the U.S. Securities and Exchange Commission. The Transactions allow the Company to focus its balance sheet on the continued execution of its business plan, focused on growing the core coffee business and achieving its long-term growth targets.

Negotiations between Luckin Coffee, Centurium Capital and Joy Capital were supported throughout by the Company’s financial advisor, Houlihan Lokey (China) Limited, legal advisors, Davis Polk & Wardwell LLP and Harney Westwood & Riegels, and the Joint Provisional Liquidators, Mr. Alexander Lawson of Alvarez & Marsal Cayman Islands Limited and Ms. Wing Sze Tiffany Wong of Alvarez & Marsal Asia Limited.

Safe Harbor Statement

This announcement contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “potential,” “continue,” “ongoing,” “targets,” “guidance” and similar statements. Luckin Coffee may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (the “SEC”), in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties, including Joint Provisional Liquidators. Any statements that are not historical facts, including statements about Luckin Coffee’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the expense, timing and outcome of existing or future legal and governmental proceedings, investigations in connection with Luckin Coffee; the outcome and effect of the ongoing restructuring of Luckin Coffee’s financial obligations; Luckin Coffee’s growth strategies; its future business development, results of operations and financial condition; the effect of the non-reliance identified in, and the resultant restatement of, certain of Luckin Coffee’s previously issued financial results; the timing of the completion or outcome of the audit of Luckin Coffee’s financial statements; the effectiveness of its internal control; its ability to retain and attract its customers; its ability to maintain and enhance the recognition and reputation of its brand; its ability to maintain and improve quality control policies and measures; its ability to establish and maintain relationships with its suppliers and business partners; trends and competition in China’s coffee industry or China’s food and beverage sector in general; changes in its revenues and certain cost or expense items; the expected growth of China’s coffee industry or China’s food and beverage sector in general; PRC governmental policies and regulations relating to Luckin Coffee’s industry; the potential effects of COVID-19; and general economic and business conditions globally and in China and assumptions underlying or related to any of the foregoing. Further information regarding these and other risks, uncertainties or factors is included in Luckin Coffee’s filings with the SEC. All information provided in this press release and in the attachments is as of the date of this press release, and Luckin Coffee undertakes no obligation to update any forward-looking statement, except as required under applicable law.

About Centurium Capital

Centurium Capital is a leading private equity investment firm in China. With best-in-class domain knowledge and sector resources, Centurium Capital primarily focuses on investing into China's consumer, business services and healthcare sectors.

About Joy Capital

Joy Capital is a leading private equity firm in China with a focus on opportunities in TMT and innovative consumption sectors. Joy Capital identifies and partners with forward-looking enterprises that provide unique technologies and solutions to create real impact and value.

About Luckin Coffee

Luckin Coffee (OTC:LKNCY) has pioneered a technology-driven retail network to provide coffee and other products of high quality, high affordability, and high convenience to customers. Empowered by big data analytics, AI, and proprietary technologies, the Company pursues its mission to be part of everyone's everyday life, starting with coffee. The Company was founded in 2017 and is based in China. For more information, please visit investor.luckincoffee.com.

Investor and Media Contacts

Investor Relations:

Luckin Coffee IR
Email: ir@luckincoffee.com

Bill Zima / Fitzhugh Taylor
ICR, Inc.
Phone: +1 646 880 9039

Media Relations:

Luckin Coffee PR
Email: pr@luckincoffee.com

Ed Trissel / Jack Kelleher
Joele Frank, Wilkinson Brimmer Katcher
Phone: 212 355 4449

Summary of Material Terms of the Transactions***Purchase and Sale***

The Company will initially issue and sell to Centurium Capital a total of 295,384,615 Senior Preferred Shares and Joy Capital a total of 12,307,692 Senior Preferred Shares, at the issue price of US\$0.8125 per Senior Preferred Share (being equivalent to US\$6.50 per ADS on an as-converted basis).

Conversion

At the holder's option, each Senior Preferred Share can be convertible into Class A Ordinary Shares of the Company (or an equivalent number of ADSs) at the then applicable conversion price.

Price Adjustment

The applicable initial conversion price shall be equal to US\$0.8125 per Senior Preferred Share (being equivalent to US\$6.50 per ADS on an as-converted basis) and be subject to certain customary adjustments. In addition:

- During the period from signing until three years after the closing, if (i) there is an announcement or reporting by any Person of a U.S. Governmental Authority (other than the SEC) imposing a penalty or restriction, or entering into an agreement with any group company, in connection with the accounting irregularities disclosed in 2020 and (ii) the volume-weighted average trading price of the Companies' American Depositary Shares during the 5 trading days after such announcement or reporting date is no more than 95% of the volume-weighted average price of the Companies' American Depositary Shares during the 60 trading days ending on the date of such announcement or reporting, the then-applicable conversion price will be adjusted down to match a per Class A Ordinary Share price calculated based on the volume-weighted average trading price of the Companies' American Depositary Shares during the 15-trading-day period beginning on the 5th trading day after the date of such announcement or reporting; provided that the cumulative downward adjustment resulting from this paragraph shall not exceed 25% of the initial conversion price; for the avoidance of doubt, if the per Class A Ordinary Share price implied by the volume-weighted average trading price of the Companies' American Depositary Shares during the 15-trading-day period beginning on the 5th trading day after such announcement or reporting is higher than the then-applicable conversion price, no adjustment will occur hereunder.
- If after signing the Company issues equity securities for a consideration per Class A Ordinary Share that is less than the then-applicable conversion price, then (i) if the dilutive issuance is authorized or occurs, or the definitive agreements governing such dilutive issuance is entered into, on or prior to the closing, the then-applicable conversion price shall be reduced to such dilutive issue price; or (ii) if the dilutive issuance occurs after the closing, the conversion shall be adjusted downward based on a broad-based weighted formula.

Upsize Right

If the Company has not received an approval from the State Administration of Foreign Exchange to repatriate any funds outside of China by a benchmark date, which is the later of November 15th, 2021 and the 60th day after the date on which the petition to convene a scheme meeting is filed in Cayman court, Centurium Capital and its permitted designated investors will have the right to purchase a pro rata entitlement to an additional 184,615,385 Senior Preferred Shares, at the issue price of US\$0.8125 per Senior Preferred Share (being equivalent to US\$6.50 per ADS on an as-converted basis), by notifying the Company and Joy Capital of its decision to exercise such right within 40 days after such benchmark date. If Centurium Capital exercises such right, Joy Capital will have the right to purchase a pro rata entitlement to the additional 184,615,385 Senior Preferred Shares, at the issue price of US\$0.8125 per Senior Preferred Share (being equivalent to US\$6.50 per ADS on an as-converted basis), by notifying the Company and Centurium Capital within 5 business days thereafter.

Voting Rights

Each Senior Preferred Share will be entitled to vote on all matters submitted to a vote of the holders of Class A Ordinary Shares on an as-converted basis, together with the holders of Class A Ordinary Shares, as one single class.

Liquidation Preference

In the event of any distribution of assets, liquidation, dissolution or winding up, whether voluntary or involuntary, trade sale, or other liquidity event, distribution shall be made in the following manner:

- First, to the holders of Senior Preferred Shares then outstanding, an amount equal to the higher of (i) 100% of the original subscription price of the Senior Preferred Shares held by such holders, plus any declared but unpaid dividend on such Senior Preferred Shares and (ii) the amount of distribution such holders would have received if all such outstanding Senior Preferred Shares had been converted into Class A Ordinary Shares immediately prior to such distribution; and
- Then, to the holders of ordinary shares, *pro rata*.

Reserved Matters

The prior written consent of the holders of a majority of the outstanding Senior Preferred Shares shall be required for the following actions in respect of any group company (except for any action to effect the Restructuring, as defined in the Investment Agreement):

- (a) any adverse change to the rights, preferences, privileges, powers, limitations or restrictions of holders of Senior Preferred Shares;
- (b) any creation, authorization or issuance of, or re-classification into, any class or series of the equity securities of the Company having any rights, preferences, privileges, powers, limitations or restrictions that are superior to or on a parity with the Senior Preferred Shares;
- (c) establish a record date for, declare, set aside for payment or pay any dividend on, or make any other distribution in respect of, any equity securities of any group company (whether in cash or in kind);
- (d) any repurchase, redemption or acquisition of, the equity securities of any group company;
- (e) any material amendment or modification to or waiver under any organizational documents of any group company;

- (f) any merger, scheme of arrangement, restructuring, change of control, sale of a majority of assets, or other extraordinary transactions, whether through one or a series of transactions;
- (g) any liquidation, winding up, dissolution, or cessation of business operation;
- (h) any sale, license, assignment, transfer, pledge or disposition of interest in any material group company or joint venture, or entry into, material amendment to, or termination of any VIE agreement;
- (i) any change to the size of the board of directors of any group company (except for any such change resulting from the resignation mechanism set forth under the recently announced restructuring support agreement);
- (j) incurrence or assumption of indebtedness in an amount in excess of US\$50,000,000 in the aggregate during any twelve-month period;
- (k) settlement of any litigation or disputes involving an amount in excess of US\$5,000,000 in the aggregate or with respect to any criminal matter; and
- (l) adoption of or material amendment to any equity incentive plan, subject to certain exceptions.

Key Closing Conditions

The closing of this transaction will be subject to a series of closing conditions, and among others, the following conditions:

- no other penalty disgorgement, obligation, liability, conviction, admission of guilt or wrongdoing, restriction, agreement or commitment has been made by or against, or is reasonably be expected to be imposed, against any group company or any of its current directors, officers, supervisors and employees by any U.S. governmental authority apart from the SEC penalty already agreed between the Company and the SEC and certain other exceptions;
- The CB scheme shall be effective or an alternative repayment or settlement plan is agreed between the Company and the joint provisional liquidators to Centurium Capital's satisfaction and the U.S. Bankruptcy Court has made a Chapter 15 order;
- The group companies have not suffered any loss attributable to any willful wrongdoing or negligence by any employee, or the departure of (a) more than a specified proportion of employees in certain departments or (b) more than a specified proportion of employees with certain level of seniority or above, in any of the foregoing, that would be materially adverse to the group companies as a whole.
- other than as arising from the Company's accounting irregularities publicly disclosed in 2020, there shall not have been any allegation, claim or other litigation with respect to the business of the group companies, operations, management, financial position or results of operations, concerning fraud, non-compliance, misconduct or other disreputable, discreditable, improper or scandalous conduct on the part of any group company or any of its current or former shareholder, director, officer, employee or supervisor that would be materially adverse to the group companies as a whole;

- the Company shall have provided Centurium Capital with the audited 2019 financial statements, which shall have been filed with the SEC as part of the Company's annual report on Form 20-F for the year ended December 31, 2019;
- the Cayman court has not made a winding-up order in respect of the Company; and
- the board of directors retain those powers reserved to them in the Cayman court order.

Registration Rights

The holders of Senior Preferred Shares will be entitled to customary demand, shelf and piggyback registration rights.