
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

(Amendment No. 2)
(RULE 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

NIO Inc.

(Name of Subject Company (Issuer))

NIO Inc.

(Name of Filing Person (Issuer))

0.50% Convertible Senior Notes due 2027
(Title of Class of Securities)

62914VAF3
(CUSIP Number of Class of Securities)

Yu Qu

Chief Financial Officer

**Building 19, No. 1355, Caobao Road
Minhang District, Shanghai 201804
People's Republic of China
Telephone: +86 21-6908 2018**

with copy to:

Yuting Wu, Esq.

**Skadden, Arps, Slate, Meagher & Flom LLP
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No. 1, Jian Guo Men Wai Avenue
Beijing 100004, China
+86 (10) 6535-5500**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 2 to Schedule TO (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by NIO Inc. (the “Company”) on December 26, 2024, as subsequently amended and supplemented by the Amendment No. 1 filed on January 10, 2025 (as so amended and supplemented, the “Schedule TO”) with respect to the right of each Holder of the Company’s 0.50% Convertible Senior Notes due 2027 (the “Notes”) to sell, and the obligation of the Company to purchase, the Notes, as set forth in the Schedule TO and the Repurchase Right Notice to Holders of the Notes issued by the Company dated as of January 10, 2025 (the “Repurchase Right Notice”).

This Amendment No. 2 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Repurchase Right. The information contained in the Schedule TO, including the Repurchase Right Notice, as supplemented and amended hereby, is incorporated herein by reference. Capitalized terms used and not otherwise defined in this Amendment No. 2 shall have the meanings assigned to such terms in the Repurchase Right Notice or in the Schedule TO. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 2 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 2 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, January 30, 2025 (the “Expiration Date”). The Company has been advised by The Deutsche Bank Trust Company Americas, as paying agent (the “Paying Agent”), that pursuant to the terms of the Repurchase Right Notice, US\$378,312,000 aggregate principal amount of the Notes (the “Repurchase Price”) were validly surrendered and not withdrawn as of the Expiration Date. The Company has forwarded cash in payment of the Repurchase Price to the Paying Agent for distribution to the Holders that had validly exercised their Repurchase Right. Following settlement of the repurchase, US\$213,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12. EXHIBITS.

(a) ***Exhibits.***

(a)(1)* [Amended and Restated Repurchase Right Notice to Holders of 0.50% Convertible Senior Notes due 2027 issued by the Company, dated as of January 10, 2025.](#)

(a)(5)(A)* [Press Release issued by the Company, dated as of December 26, 2024.](#)

(a)(5)(B)† [Press Release issued by the Company, dated as of January 31, 2025.](#)

(b) Not applicable.

(d) [Indenture, dated as of January 15, 2021, between the Company and The Deutsche Bank Trust Company Americas, as trustee \(incorporated by reference to Exhibit 4.41 to the Company's annual report on Form 20-F \(File No. 001-38638\), filed with the Securities and Exchange Commission on April 6, 2021\).](#)

(g) Not applicable.

(h) Not applicable.

(b) ***Filing Fee Exhibit.***

[107†](#) [Filing Fee Table.](#)

* Previously filed

† Filed herewith.

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)*	Amended and Restated Repurchase Right Notice to Holders of 0.50% Convertible Senior Notes due 2027 issued by the Company, dated as of January 10, 2025.
(a)(5)(A)*	Press Release issued by the Company, dated as of December 26, 2024.
(a)(5)(B)†	Press Release issued by the Company, dated as of January 31, 2025.
(d)	Indenture, dated as of January 15, 2021, between the Company and The Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.41 to the Company's annual report on Form 20-F (File No. 001-38638), filed with the Securities and Exchange Commission on April 6, 2021).
107†	Filing Fee Table

* Previously filed.

† Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NIO Inc.

By: /s/ Bin Li

Name: Bin Li

Title: Chairman of the Board of Directors and Chief Executive Officer

Dated: January 31, 2025

**NIO Inc. Announces Completion of the Repurchase Right Offer for Its
0.50% Convertible Senior Notes due 2027**

SHANGHAI, China, January 31, 2025 (GLOBE NEWSWIRE) — NIO Inc. (NYSE: NIO; HKEX: 9866; SGX: NIO) (“NIO” or the “Company”), a pioneer and a leading company in the global smart electric vehicle market, today announced that it has completed its previously announced repurchase right offer relating to its 0.50% Convertible Senior Notes due 2027 (CUSIP No. 62914VAF3) (the “Notes”). The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, January 30, 2025. Based on information from The Deutsche Bank Trust Company Americas, as the paying agent for the Notes, US\$378,312,000 aggregate principal amount of the Notes (the “Repurchase Price”) were validly surrendered and not withdrawn prior to the expiration of the repurchase right offer. The Company has forwarded cash in payment of the Repurchase Price to the Paying Agent for distribution to the Holders that had validly exercised their Repurchase Right. Following settlement of the repurchase, US\$213,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

Materials filed with the SEC will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <http://ir.nio.com>.

About NIO Inc.

NIO Inc. is a pioneer and a leading company in the global smart electric vehicle market. Founded in November 2014, NIO aspires to shape a sustainable and brighter future with the mission of “Blue Sky Coming”. NIO envisions itself as a user enterprise where innovative technology meets experience excellence. NIO designs, develops, manufactures and sells smart electric vehicles, driving innovations in next-generation core technologies. NIO distinguishes itself through continuous technological breakthroughs and innovations, exceptional products and services, and a community for shared growth. NIO provides premium smart electric vehicles under the NIO brand, family-oriented smart electric vehicles through the ONVO brand, and small smart high-end electric cars with the FIREFLY brand.

For more information, please visit: <http://ir.nio.com>

Investor Relations

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Media Relations

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Calculation of Filing Fee Tables

Table 1: Transaction Valuation

		Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to be Paid				
Fees Previously Paid	1	\$ 378,525,000.00		\$ 57,952.18
	Total Transaction Valuation:	\$ 378,525,000.00		
	Total Fees Due for Filing:			\$ 57,952.18
	Total Fees Previously Paid:			\$ 57,952.18
	Total Fee Offsets:			\$ 0.00
	Net Fee Due:			\$ 0.00

Offering Note

1

Calculated solely for purposes of determining the filing fee. The purchase price of the 0.50% Convertible Senior Notes due 2027 (the "Notes"), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of December 25, 2024, there was US\$378,525,000.00 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$378,525,000.00 (excluding accrued but unpaid interest, if any).

The filing fee of \$57,962.18 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on December 26, 2024 by NIO Inc. (File No. 005-90661). The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals \$153.10 for each US\$1,000,000 of the value of the transaction.
