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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

NIO Inc.
(Name of Issuer)

Class A Ordinary Shares, par value \$0.00025 per share
(Title of Class of Securities)

62914V106**
(CUSIP Number)

Tencent Holdings Limited
Level 29, Three Pacific Place,
No. 1 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 3148 5100
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 14, 2024
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** CUSIP number 62914V106 has been assigned to the American Depositary Shares of the Issuer, which are quoted on the New York Stock Exchange under the symbol "NIO." Each American Depositary Share represents one Class A Ordinary Share.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS Tencent Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 95,657,938
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 95,657,938
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 95,657,938	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.9%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSONS Image Frame Investment (HK) Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 47,251,193
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 47,251,193
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 47,251,193	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSONS Huang River Investment Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 48,260,167
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 48,260,167
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 48,260,167	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.5%	
14	TYPE OF REPORTING PERSON CO	

This Amendment No. 4 to Schedule 13D amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission on June 19, 2020 (as amended to date, the "Schedule 13D"), relating to the Class A ordinary shares, par value \$0.00025 per share ("Class A Ordinary Shares") and American depositary shares, each representing one Class A Ordinary Share ("ADSs"), of NIO Inc., an exempted company incorporated under the laws of the Cayman Islands (the "Issuer"). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

As a result of the transactions described herein, as of the date of this filing, each of the Reporting Persons has ceased to be the beneficial owner of 5% or more of the outstanding Class A Ordinary Shares. Accordingly, this Amendment No. 4 is the final amendment to the Statement and constitutes an exit filing for each of the Reporting Persons.

Item 2. Identity and Background

Schedule A (attached hereto) is hereby amended and restated in its entirety and Item 2(d)-(e) of the Schedule 13D is hereby restated in its entirety as follows:

Attached hereto as Schedule A, and incorporated herein by reference, is information concerning each director and executive officer of the Reporting Persons (collectively, the "Related Persons"), which is required to be disclosed in response to Item 2 and General Instruction C to Schedule 13D.

(d)-(e) During the last five years, none of the Reporting Persons nor, to the best of the Reporting Persons' knowledge, any of Related Persons, has been convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

Since the Reporting Persons filed the Amendment No. 3 to Schedule 13D on June 23, 2023, the Issuer's total outstanding Class A Ordinary Shares has increased. As of March 31, 2024, the Issuer had 1,938,529,186 Class A Ordinary Shares outstanding, as disclosed in the Issuer's annual report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "SEC") by the Issuer on April 9, 2024.

The 2024 Notes held by Huang River matured on February 1, 2024 and were fully repaid by the Issuer in cash.

In May 2024, Huang River sold an aggregate of 25,300,000 ADSs, representing 25,300,000 Class A Ordinary Shares of the Issuer, in the open market with a weighted average price of US\$5.43 per ADS.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Items 7 through 11 and 13 of each of the cover page of this Schedule 13D for the Reporting Persons are incorporated herein by reference.

As of the date hereof, after taking into account the transactions as disclosed in Item 4 above:

Image Frame may be deemed to beneficially own 47,251,193 Class A Ordinary Shares held of record by Image Frame, representing 2.4% of the total issued and outstanding Class A Ordinary Shares.

Huang River may be deemed to beneficially own 48,260,167 Class A Ordinary Shares represented by 48,260,167 ADSs held of record by Huang River, representing 2.5% of the total issued and outstanding Class A Ordinary Shares.

Tencent is the parent company of Image Frame and Huang River and may be deemed to beneficially own the securities held of record by Image Frame and Huang River. Tencent's beneficial ownership also includes 146,578 Class A Ordinary Shares represented by 146,578 ADSs held of record by a wholly-owned subsidiary of Tencent. Tencent's beneficial ownership represents 4.9% of the total issued and outstanding Class A Ordinary Shares.

As of the date of this filing, each of the Reporting Persons has ceased to be the beneficial owner of 5% or more of the outstanding Class A Ordinary Shares.

The percentage of Class A Ordinary Shares beneficially owned by each of the Reporting Persons, as well as the number of Class A Ordinary Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of, as of the date hereof, is based on 1,938,529,186 Class A Ordinary Shares issued and outstanding as of March 31, 2024 as disclosed in the Issuer's annual report on Form 20-F filed with the SEC by the Issuer on April 9, 2024.

To the knowledge of the Reporting Persons, none of the Related Persons beneficially owns any Class A Ordinary Shares.

(c) Except as described in Item 4, during the past 60 days, none of the Reporting Persons or to the best knowledge of the Reporting Persons, the Related Persons has effected any transactions in the Class A Ordinary Shares.

(d) Except as set forth in this Schedule 13D, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Ordinary Shares beneficially owned by the Reporting Persons.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: May 16, 2024

TENCENT HOLDINGS LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

IMAGE FRAME INVESTMENT (HK) LIMITED

By: /s/ Pu Hai Tao

Name: Pu Hai Tao

Title: Director

HUANG RIVER INVESTMENT LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

[Signature Page to Schedule 13D Amendment - NIO Inc.]

SCHEDULE A
EXECUTIVE OFFICERS AND DIRECTORS

Directors and Executive Officers of Tencent Holdings Limited

The names of the directors and the names and titles of the executive officers of Tencent Holdings Limited and their principal occupations are set forth below. The business address of each of the directors or executive officers is Level 29, Three Pacific Place, No. 1 Queen's Road East, Wanchai, Hong Kong. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Tencent Holdings Limited.

<u>Name</u>	<u>Present Principal Employment</u>	<u>Citizenship</u>
Directors:		
Ma Huateng	Chairman of the Board and Executive Director	People's Republic of China
Jacobus Petrus (Koos) Bekker	Non-Executive Director	Republic of South Africa
Charles St Leger Searle	Non-Executive Director	Republic of South Africa
Li Dong Sheng	Independent Non-Executive Director	People's Republic of China
Ian Charles Stone	Independent Non-Executive Director	United Kingdom of Great Britain and Northern Ireland
Yang Siu Shun	Independent Non-Executive Director	People's Republic of China (Hong Kong SAR)
Ke Yang	Independent Non-Executive Director	People's Republic of China
Zhang Xiulan	Independent Non-Executive Director	People's Republic of China
Executive Officers:		
Ma Huateng	Chief Executive Officer	People's Republic of China
Lau Chi Ping Martin	President	People's Republic of China (Hong Kong SAR)
Xu Chenye	Chief Information Officer	People's Republic of China
Ren Yuxin	Chief Operating Officer and President of Platform & Content Group and Interactive Entertainment Group	People's Republic of China
James Gordon Mitchell	Chief Strategy Officer and Senior Executive Vice President	United Kingdom of Great Britain and Northern Ireland
John Shek Hon Lo	Chief Financial Officer and Senior Vice President	People's Republic of China (Hong Kong SAR)

Directors and Executive Officers of Image Frame Investment (HK) Limited

The names of the directors and the names and titles of the executive officers of Image Frame Investment (HK) Limited and their principal occupations are set forth below. The business address of each of the directors or executive officers is c/o Tencent Holdings Limited, Level 29, Three Pacific Place, No. 1 Queen's Road East, Wanchai, Hong Kong. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Image Frame Investment (HK) Limited.

<u>Name</u>	<u>Present Principal Employment</u>	<u>Citizenship</u>
Director:		
Ma Huateng	Director	People's Republic of China
Charles St Leger Searle	Director	Republic of South Africa
Pu Hai Tao	Director	People's Republic of China (Hong Kong SAR)
Tse Cheuk Yin Tiffany	Director	People's Republic of China (Hong Kong SAR)

Executive officers:

N/A

Directors and Executive Officers of Huang River Investment Limited

The names of the directors and the names and titles of the executive officers of Huang River Investment Limited and their principal occupations are set forth below. The business address of each of the directors or executive officers is c/o Tencent Holdings Limited, Level 29, Three Pacific Place, No. 1 Queen's Road East, Wanchai, Hong Kong. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Huang River Investment Limited.

<u>Name</u>	<u>Present Principal Employment</u>	<u>Citizenship</u>
Director:		
Ma Huateng	Director	People's Republic of China
Charles St Leger Searle	Director	Republic of South Africa

Executive officers:

N/A