As filed with the Securities and Exchange Commission on June 9, 2023

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NIO Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands	**Not Applicable**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification Number)*

Building 20, 56 Antuo Road
Jiading District, Shanghai 201804
People's Republic of China
+86 21-6908-2018

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2018 Share Incentive Plan

(Full title of the plan)

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)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Securities Exchange Act of 1934 (the "Exchange Act").

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated file	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, 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. ☐

Copies to:

Wei Feng	**Yuting Wu, Esq.**
Chief Financial Officer	**Skadden, Arps, Slate, Meagher & Flom LLP**
Building 20, No. 56 AnTuo Road	**JingAn Kerry Center, Tower II, 46/F**
Anting Town, Jiading District	**1539 Nanjing West Road**
Shanghai 201804	**Shanghai 200040**
People's Republic of China	**People's Republic of China**
+86 21-6908-2018	**+86 21-6193-8200**

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed by NIO Inc. (the "Registrant") for the purpose of registering an aggregate of 77,924,691 additional Class A ordinary shares, par value US$0.00025 per share (the "Class A Ordinary Shares") of the Registrant issuable pursuant to the 2018 Share Incentive Plan of the Registrant (the "2018 Plan") and consists of only those items required by General Instruction E to Form S-8.

Previously, an aggregate of 148,253,193 Class A Ordinary Shares of the Registrant were registered for issuance under the Registrant's 2015 Stock Incentive Plan, 2016 Stock Incentive Plan, 2017 Stock Incentive Plan and the 2018 Plan pursuant to the Registrant's registration statement on Form S-8 (File No. 333-229952) filed with the Securities and Exchange Commission (the "Commission") on February 28, 2019 (the "Existing S-8 Registration Statement"). In accordance with General Instruction E to Form S-8, the contents of the Existing S-8 Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

Pursuant to certain provisions of the 2018 Plan (referred to as the "evergreen provisions"), the number of Class A Ordinary Shares that the maximum aggregate number of Class A Ordinary Shares that may be issued under the 2018 Plan should be automatically increased each year by the number of shares representing 1.5% of the then total issued and outstanding share capital of the Registrant as of the end of each preceding year. The additional securities registered hereby consist of 77,924,691 Class A Ordinary Shares that were added to the then maximum aggregate number of shares issuable pursuant to the 2018 Plan pursuant to the 2018 Plan's evergreen provisions, but were not registered under the Existing S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Commission are incorporated by reference herein:

(a) The Registrant's annual report on Form 20-F (File No. 001-38638) for the year ended December 31, 2022, filed with the Commission on April 28, 2023; and

(b) The description of the Registrant's Class A ordinary shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-38638) filed with the Commission on August 28, 2018, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

EXHIBIT INDEX

Exhibit Number	Description
4.1	Thirteenth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 to the current report on Form 6-K (File No. 001-38638), furnished with the SEC on August 25, 2022)
4.2	Registrant's Specimen Certificate for Class A ordinary shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1 (File No. 333-226822), as amended, initially filed with the SEC on August 13, 2018)
4.3	Deposit Agreement, dated as of September 11, 2018, among the Registrant, Deutsche Bank Trust Company Americas, as the depositary, and all holders and beneficial owners of the American Depositary Shares issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-229952), filed with the SEC on February 28, 2019)
5.1*	Opinion of Maples and Calder (Hong Kong) LLP, Cayman Islands counsel to the Registrant, regarding the validity of the Class A ordinary shares being registered
10.1	2018 Share Incentive Plan (incorporated herein by reference to Exhibit 10.4 to the registration statement on Form F-1 (File No. 333-226822), as amended, initially filed with the SEC on August 13, 2018)
23.1*	Consent of PricewaterhouseCoopers Zhong Tian LLP
23.2*	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)
107*	Filing Fee Table

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on June 9, 2023.

NIO INC.

By: /s/ Bin Li
Name: Bin Li
Title: Chairman of the Board of Directors and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Bin Li and Wei Feng, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

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 set forth below on June 9, 2023.

Signature	Title
/s/ Bin Li Bin Li	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
/s/ Lihong Qin Lihong Qin	Director and President
/s/ Wei Feng Wei Feng	Chief Financial Officer (Principal Financial Officer)
/s/ Hai Wu Hai Wu	Independent Director
/s/ Denny Ting Bun Lee Denny Ting Bun Lee	Independent Director
/s/ Yu long Yu long	Independent Director
/s/ James Gordon Mitchell James Gordon Mitchell	Director

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 NIO Inc., has signed this registration statement in Newark, Delaware, United States of America on June 9, 2023

Authorized U.S. Representative

By: /s/ Collen A. De Vries
Name: Collen A. De Vries
Title: Senior Vice President

Exhibit 5.1

NIO Inc.
Building 20, No. 56 AnTuo Road
Jiading District
Shanghai, 201804
People's Republic of China

9 June 2023

Dear Sirs

NIO Inc. (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 9 June 2023 (the "**Registration Statement**") relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of an aggregate of 77,924,691 additional class A ordinary shares, par value US$0.00025 per share (the "**Shares**"), issuable by the Company pursuant to the Company's 2018 Share Incentive Plan (the "**Plan**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the thirteenth amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 25 August 2022 and effective on 25 August 2022 (the "**Memorandum and Articles**"), the written resolutions of the board of directors of the Company dated 10 August 2018 (the "**2018 Resolutions**") and 9 June 2023 (the "**2023 Resolutions**" and together with the 2018 Resolutions, the "**Resolutions**") and a certificate from a director of the Company dated 5 June 2023 (the "**Director's Certificate**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorized.

2. When issued and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of the Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, (d) the Resolutions were duly passed in the manner prescribed in the memorandum and articles of association of the Company (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (e) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below, (f) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares, and (g) the completeness and accuracy, as at the date of this opinion letter, of the Director's Certificate.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP
Maples and Calder (Hong Kong) LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NIO Inc. of our report dated April 28, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in NIO Inc.'s Annual Report on Form 20-F for the year ended December 31, 2022.

/s/PricewaterhouseCoopers Zhong Tian LLP
Shanghai, the People's Republic of China
June 9, 2023

Exhibit 107

Calculation of Filing Fee Table

Form S-8
(Form Type)

NIO Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title[1]	Fee Calculation Rule	Amount Registered[2]	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee[1]
Equity	Class A Ordinary Shares, par value $0.00025 per share	Rule 457(c) and Rule 457(h)	20,589,722[3]	$ 5.94[3]	$ 122,302,948.68	$ 0.0001102	$ 13,477.78
Equity	Class A Ordinary Shares, par value $0.00025 per share	Rule 457(c) and Rule 457(h)	24,019,436[4]	$ 7.59[4]	$ 182,307,519.24	$ 0.0001102	$ 20,090.29
Equity	Class A Ordinary Shares, par value $0.00025 per share	Rule 457(c) and Rule 457(h)	33,315,533[5]	$ 7.59[5]	$ 252,864,895.47	$ 0.0001102	$ 27,865.71
	Total Offering Amounts		**77,924,691**		**$ 557,475,363.39**		**$ 61,433.78**
	Total Fee Offsets						—
	Net Fee Due						**$ 61,433.78**

(1) These shares may be represented by the Registrant's American depositary shares ("ADSs"), each of which represents one ordinary share. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-227062).

(2) Represents Class A ordinary shares issuable upon exercise of options and pursuant to other awards granted under the 2018 Share Incentive Plan (the "2018 Plan"), which were not previously registered under the registration statements on Form S-8 (File No. 333-229952) filed with the Securities and Exchange Commission (the "Commission") on February 28, 2019 (the "Existing S-8 Registration Statement"). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2018 Plan. Any ordinary shares covered by an award granted under the 2018 Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of ordinary shares that may be issued under the 2018 Plan.

(3) Represents Class A ordinary shares issuable upon the exercise of outstanding options granted under the 2018 Plan as of the date of this registration statement, which were not previously registered under the Existing S-8 Registration Statement. The corresponding proposed maximum offering price per share represents the weighted average exercise price of these outstanding options.

(4) Represents Class A ordinary shares issuable upon the vesting of outstanding restricted share units granted under the 2018 Plan as of the date of this registration statement, which were not previously registered under the Existing S-8 Registration Statement. The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on $7.59 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the NYSE on June 6, 2023.

(5) Represents Class A ordinary shares that are reserved for future award grants under the 2018 Plan, which were not previously registered under the Existing S-8 Registration Statement. The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on $7.59 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the NYSE on June 6, 2023.