

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

SCHEDULE 13G

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

**Bilibili Inc.**

(Name of Issuer)

**Class Z Ordinary Shares, par value \$0.0001 per share  
American Depositary Shares, each representing one Class Z Ordinary Share**

(Title of Class of Securities)

**G10970112\*\***

**090040106\*\*\***

(CUSIP Number)

**February 4, 2019**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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 G10970112 has been assigned to the Class Z Ordinary Shares of the Issuer, par value US\$0.0001 per share.

\*\*\*CUSIP number 090040106 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are listed on the Nasdaq Global Select Market under the symbol "BILI". Each ADS represents one Class Z Ordinary Share, par value US\$0.0001 per 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 Alibaba Group Holding Limited
<hr/>		
2		Check the Appropriate Box if a Member of a Group (See Instructions)
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
<hr/>		
3		SEC Use Only
<hr/>		
4		Citizenship or Place of Organization Cayman Islands
<hr/>		
	5	Sole Voting Power 23,645,657 <sup>(1)</sup>
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 0
	<hr/>	
	7	Sole Dispositive Power 23,645,657 <sup>(1)</sup>
	<hr/>	
	8	Shared Dispositive Power 0
<hr/>		
9		Aggregate Amount Beneficially Owned by Each Reporting Person 23,645,657 <sup>(1)</sup>
<hr/>		
10		Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
<hr/>		
11		Percent of Class Represented by Amount in Row (9) 10.8% <sup>(2)</sup>
<hr/>		
12		Type of Reporting Person (See Instructions) CO
<hr/>		

(1) Consists of 13,645,657 Class Z Ordinary Shares and 10,000,000 ADSs (as defined in Item 2(d)) held by Taobao China Holding Limited, a wholly-owned subsidiary of Taobao Holding Limited, which is a wholly-owned subsidiary of Alibaba Group Holding Limited.

(2) Percent of class calculated based on 218,181,421 Class Z Ordinary Shares of the Issuer outstanding, which information was provided by the Issuer to the Reporting Persons on February 4, 2019.

1		Name of Reporting Persons Taobao Holding Limited
<hr/>		
2		Check the Appropriate Box if a Member of a Group (See Instructions)
	(a)	<input type="checkbox"/>
	(b)	<input checked="" type="checkbox"/>
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4		Citizenship or Place of Organization Cayman Islands
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- (2) Percent of class calculated based on 218,181,421 Class Z Ordinary Shares of the Issuer outstanding, which information was provided by the Issuer to the Reporting Persons on February 4, 2019.

1		Name of Reporting Persons Taobao China Holding Limited
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	(a)	<input type="checkbox"/>
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3		SEC Use Only
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4		Citizenship or Place of Organization Hong Kong
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	5	Sole Voting Power 23,645,657 <sup>(1)</sup>
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Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power 0
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(1) Consists of 13,645,657 Class Z Ordinary Shares and 10,000,000 ADSs (as defined in Item 2(d)) held by Taobao China Holding Limited.

(2) Percent of class calculated based on 218,181,421 Class Z Ordinary Shares of the Issuer outstanding, which information was provided by the Issuer to the Reporting Persons on February 4, 2019.

- Item 1(a).** **Name of Issuer:**  
Bilibili Inc. (the “Issuer”)
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- Item 1(b).** **Address of Issuer’s Principal Executive Offices:**  
Building 3, Guozheng Center, No. 485 Zhengli Road, Yangpu District, Shanghai, People’s Republic of China
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- Item 2(a).** **Name of Person Filing:**  
This schedule is filed by and on behalf of:
1. Alibaba Group Holding Limited
  2. Taobao Holding Limited
  3. Taobao China Holding Limited
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- Item 2(b).** **Address of Principal Business Office or, if none, Residence:**  
For Alibaba Group Holding Limited, Taobao Holding Limited and Taobao China Holding Limited:  
  
c/o Alibaba Group Services Limited, 26/F Tower One, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong
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- Item 2(c).** **Citizenship:**  
1. Alibaba Group Holding Limited — Cayman Islands  
2. Taobao Holding Limited — Cayman Islands  
3. Taobao China Holding Limited — Hong Kong
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- Item 2(d).** **Title of Class of Securities:**  
Class Z Ordinary Shares, par value US\$0.0001 per share.  
  
American Depositary Shares (“ADSs”) of the Issuer, each representing one Class Z Ordinary Share, par value US\$0.0001 per share.
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- Item 2(e).** **CUSIP Number:**  
CUSIP number G10970112 has been assigned to the Class Z Ordinary Shares of the Issuer, par value US\$0.0001 per share.  
  
CUSIP number 090040106 has been assigned to ADSs of the Issuer, each representing one Class Z Ordinary Share.
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- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.

**Item 4. Ownership.**

<b>Reporting Person (1)</b>	<b>Amount beneficially owned</b>	<b>Percent of class (2)</b>	<b>Sole power to vote or direct the vote (1)</b>	<b>Shared power to vote or direct the vote</b>	<b>Sole power to dispose or to direct the disposition (1)</b>	<b>Shared power to dispose or to direct the disposition</b>
Alibaba Group Holding Limited	13,645,657	10.8%	23,645,657	0	23,645,657	0
Taobao Holding Limited	13,645,657	10.8%	23,645,657	0	23,645,657	0
Taobao China Holding Limited	13,645,657	10.8%	23,645,657	0	23,645,657	0

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- (1) Taobao China Holding Limited is the holder of 13,645,657 Class Z Ordinary Shares and 10,000,000 ADSs, each representing one Class Z Ordinary Share, of the Issuer and is a wholly-owned subsidiary of Taobao Holding Limited, which is a wholly-owned subsidiary of Alibaba Group Holding Limited. Accordingly, Taobao Holding Limited and Alibaba Group Holding Limited may be deemed to beneficially own the securities of the Issuer held by Taobao China Holding Limited.
- (2) Percent of class calculated based on 218,181,421 Class Z Ordinary Shares of the Issuer outstanding, which information was provided by the Issuer to the Reporting Persons on February 4, 2019.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

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

Dated: February 14, 2019

Alibaba Group Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

Taobao Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

Taobao China Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1	Joint Filing Agreement, dated February 14, 2019, by and between the Reporting Persons

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**EXHIBIT 1**

**JOINT FILING AGREEMENT**

This will confirm the agreement by and between all the undersigned that the Schedule 13G filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of Class Z Ordinary Shares, par value \$0.0001 per share, and American Depositary Shares, each representing one Class Z Ordinary Share, of Bilibili Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1). This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 14, 2019

Alibaba Group Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

Taobao Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

Taobao China Holding Limited

/s/ Timothy A. Steinert

Name: Timothy A. Steinert

Title: Authorized Signatory

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