

**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**

(Title of Class of Securities)

\*\*

(CUSIP Number)

**October 3, 2018**

(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 the disclosures provided in a prior cover page.

\*\*There is no CUSIP number assigned to the Class Z Ordinary Shares. CUSIP number 090040106 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on The NASDAQ Global Market under the symbol "BILI". Each ADS represents one Class Z Ordinary Share.

The information required in 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).

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<b>CUSIP No.</b>	The information required under this item is set forth in the cover page and is incorporated herein by reference	
1.	Names of Reporting Persons. Tencent Mobility Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 26,295,161 Class Z Ordinary Shares
	6.	Shared Voting Power None
	7.	Sole Dispositive Power 26,295,161 Class Z Ordinary Shares
	8.	Shared Dispositive Power None
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 26,295,161 Class Z Ordinary Shares	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 11.5%	
12.	Type of Reporting Person (See Instructions) CO	

<b>CUSIP No.</b>		The information required under this item is set forth in the cover page and is incorporated herein by reference
1.	Names of Reporting Persons. Tencent Holdings Limited	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	Sole Voting Power 37,249,518 Class Z Ordinary Shares <sup>1</sup>
	6.	Shared Voting Power None
	7.	Sole Dispositive Power 37,249,518 Class Z Ordinary Shares <sup>1</sup>
	8.	Shared Dispositive Power None
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 37,249,518 Class Z Ordinary Shares <sup>1</sup>	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
11.	Percent of Class Represented by Amount in Row (9) 16.3%	
142.	Type of Reporting Person (See Instructions) CO	

<sup>1</sup> Tencent Holdings Limited beneficially owns (i) 10,954,357 Class Z Ordinary Shares of the Issuer held by a wholly owned subsidiary OPH B Limited; and (ii) 26,295,161 Class Z Ordinary Shares of the Issuer held by a wholly owned subsidiary Tencent Mobility Limited.

**Item 1(a). Name of Issuer:**

Bilibili Inc.

**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

**Item 2(a). Name of Person Filing:**

Tencent Mobility Limited

Tencent Holdings Limited

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

For both Tencent Mobility Limited and Tencent Holdings Limited:

Level 29, Three Pacific Place  
1 Queen's Road East  
Wanchai, Hong Kong

**Item 2(c). Citizenship:**

Tencent Mobility Limited – Hong Kong

Tencent Holdings Limited – Cayman Islands

**Item 2(d). Title of Class of Securities:**

Class Z Ordinary Shares, \$0.0001 par value per share

**Item 2(e). CUSIP Number:**

There is no CUSIP number assigned to the Class Z Ordinary Shares. CUSIP number 090040106 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on The NASDAQ Global Market under the symbol "BILP". Each ADS represents one Class Z Ordinary Share.

**Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) The information required by Items 4(a) is set forth in Row 9 of the cover page for each Reporting Person and is incorporated herein by reference.
- (b) Percent of class determined based on 229,056,421 Class Z Ordinary Shares of the Issuer outstanding as of the date of this statement (based on 203,992,970 Class Z Ordinary Shares outstanding as of the date of certain Share Purchase and Investor Rights Agreement entered into by the Issuer and Tencent Mobility Limited on October 3, 2018 (the "Agreement") and the issuance of 25,063,451 Class Z Ordinary Shares by the Issuer to Tencent Mobility Limited pursuant to the Agreement).

Tencent Holdings Limited may be deemed to have beneficial ownership of the 26,295,161 Class Z Ordinary Shares directly held by Tencent Mobility Limited, its wholly-owned subsidiary.

- (c) The information required by Items 4(c) is set forth in Rows 5-8 of the cover page for each Reporting Person and is incorporated herein by reference.

**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.**

See Item 4(b).

**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.

**LIST OF EXHIBITS**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
A	Joint Filing Agreement

**SIGNATURE**

After reasonable 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.

Date: October 12, 2018

TENCENT MOBILITY LIMITED

By: /s/ Lau Chi Ping Martin  
Name: Lau Chi Ping Martin  
Title: Authorized Signatory

TENCENT HOLDINGS LIMITED

By: /s/ Lau Chi Ping Martin  
Name: Lau Chi Ping Martin  
Title: Director



**Exhibit A**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements.

TENCENT MOBILITY LIMITED

By: /s/ Lau Chi Ping Martin  
Name: Lau Chi Ping Martin  
Title: Authorized Signatory

TENCENT HOLDINGS LIMITED

By: /s/ Lau Chi Ping Martin  
Name: Lau Chi Ping Martin  
Title: Director