

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Bilibili Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

**Building 3, Guozheng Center, No. 485 Zhengli Road
Yangpu District, Shanghai, 200433
People's Republic of China
+86 21-25099255**

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

Amended and Restated 2018 Share Incentive Plan
(Full title of the plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
+1 302-738-6680**

(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, or a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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:

**Xin Fan
Chief Financial Officer
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+86 21-25099255**

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Title of securities to be registered ⁽¹⁾	Amount to be registered ⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class Z ordinary shares, par value US\$0.0001 per share	8,100,000 ⁽³⁾	US\$2.51 ⁽³⁾	US\$20,331,000.00	US\$2,218.11

- (1) These shares may be represented by the Registrant’s ADSs, each of which represents one Class Z ordinary share. The Registrant’s ADSs issuable upon deposit of the Class Z ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-223711).
- (2) Represents Class Z ordinary shares issuable upon exercise of options and pursuant to other awards to be granted under the Amended and Restated 2018 Share Incentive Plan (the “2018 Plan”). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2018 Plan. Any Class Z 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 Class Z ordinary shares that may be issued under the 2018 Plan.
- (3) The amount to be registered represents Class Z ordinary shares issuable upon exercise of outstanding options granted under the 2018 Plan and the corresponding proposed maximum offering price per share represents the weighted average exercise price of such outstanding options.

EXPLANATORY NOTE

This Registration Statement is filed by Bilibili Inc. (the “Registrant”) to register additional securities issuable pursuant to the 2018 Plan and consists of only those items required by General Instruction E to Form S-8. Pursuant to certain provisions of the 2018 Plan (referred to as the “evergreen provisions”), the number of Class Z ordinary shares that are available for award grant purposes under the 2018 Plan will be automatically increased in accordance with a formula set forth in the 2018 Plan. The additional securities registered hereby consist of 8,100,000 Class Z ordinary shares.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

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 Securities and Exchange Commission (the “Commission”) are incorporated by reference herein:

- (a) The Registrant’s annual report on [Form 20-F](#) (File No. 001- 38429) for the year ended December 31, 2020, filed with the Commission on March 5, 2021; and
- (b) The description of the Registrant’s Class Z ordinary shares and ADSs incorporated by reference in the Registrant’s registration statement on [Form 8-A](#) (File No. 001-38429) filed with the Commission on March 16, 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, as amended (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.

Item 9. Undertakings

- (a) The undersigned Registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to that information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply and if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Seventh Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's current report on Form 6-K, furnished to the SEC on September 1, 2021 (File No. 001-38429))</u>
4.2	<u>Registrant's Specimen Certificate for Class Z Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-223405))</u>
4.3	<u>Deposit Agreement, dated March 27, 2018, among the Registrant, Deutsche Bank Trust Company Americas as depository, and holders and beneficial owners of American Depositary Receipts issued thereunder (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-226216) filed with the Commission on July 18, 2018)</u>
4.4	<u>Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3)</u>
4.5	<u>Registrant's Form of Class Z Ordinary Share Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's current report on Form 6-K, furnished to the SEC on March 23, 2021 (File No. 001-38429))</u>
5.1*	<u>Opinion of Walkers, Cayman Islands counsel to the Registrant, regarding the legality of the Class Z ordinary shares being registered</u>
10.1	<u>Amended and Restated 2018 Share Incentive Plan (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form 20-F, as amended (File No. 001-38429))</u>
23.1*	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm</u>
23.2*	<u>Consent of Walkers (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney (included on signature page hereto)</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 September 21, 2021.

BILIBILI INC.

By: /s/ Rui Chen

Name: Rui Chen

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 Rui Chen and Xin Fan, 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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rui Chen</u> Rui Chen	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)	<u>September 21, 2021</u>
<u>/s/ Xin Fan</u> Xin Fan	Chief Financial Officer (principal financial and accounting officer)	<u>September 21, 2021</u>
<u>/s/ Yi Xu</u> Yi Xu	Director and President	<u>September 21, 2021</u>
<u>/s/ Ni Li</u> Ni Li	Vice Chairman of the Board of Directors and Chief Operating Officer	<u>September 21, 2021</u>
<u>/s/ JP Gan</u> JP Gan	Director	<u>September 21, 2021</u>
<u>/s/ Eric He</u> Eric He	Director	<u>September 21, 2021</u>
<u>/s/ Feng Li</u> Feng Li	Director	<u>September 21, 2021</u>
<u>/s/ Guoqi Ding</u> Guoqi Ding	Director	<u>September 21, 2021</u>

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 Bilibili Inc., has signed this Registration Statement in Newark, Delaware, United States of America on September 21, 2021.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi, on behalf of Puglisi & Associates

Title: Managing Director

Partners:
 Paul Aherne **
 John Cartwright *
 Joanne Collett *
 Mark Cummings *****
 Stuart D'Addona ****
 Nicholas Davies ***
 Shamar Ennis ***
 James Gaden ****
 Thomas Granger **
 Kristen Kwok **
 Jo Lit *****
 Callum McNeil **
 Alice Molan *****
 Thomas Pugh *
 Andrew Randall **
 Rupen Shah *****
 Denise Wong **

21 September 2021

Our Ref: JWYL/B4480-H21368

Bilibili Inc.
 Guozheng Center
 Building No.3
 No 485 Zhengli Road
 Yangpu District
 Shanghai 200433
 People's Republic of China

Dear Sir or Madam

Bilibili Inc.

We have acted as Cayman Islands legal advisers to Bilibili Inc. (the "**Company**") in connection with the Company's registration statement on Form S-8, (the "**Registration Statement**"), to be filed with the Securities and Exchange Commission (the "**Commission**") relating to the registration under the U.S. Securities Act of 1933, as amended, of class Z ordinary shares of a par value of US\$0.0001 each in the share capital of the Company (the "**Shares**"), pursuant to the "**Plan**" as defined in Schedule 1.

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction. Except as explicitly stated herein, we express no opinion in relation to any representation or warranty contained in any of the documents cited in this Opinion nor upon matters of fact or the commercial terms of the transactions the subject of this Opinion.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies in the Cayman Islands (the "**Registrar**").

Walkers (Hong Kong)**滙嘉律師事務所 (香港)**

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Bermuda | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore

*England and Wales; **BVI; ***Cayman Islands; ****New South Wales (Australia); *****Ireland; *****Victoria (Australia); *****Bermuda

2. The Shares to be issued and allotted pursuant to the Plan have been duly authorised. When allotted, issued and fully paid for in the manner contemplated in the Plan and in accordance with the resolutions adopted by the Directors and when appropriate entries have been made in the Register of Members of the Company, the Shares will be validly issued, allotted and fully paid, and there will be no further obligation on the holder of any of the Shares to make any further payment to the Company in respect of such Shares.

We hereby consent to the use of this opinion in, and the filing hereof, as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission promulgated thereunder.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ WALKERS (HONG KONG)
WALKERS (HONG KONG)

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 23 December 2013, the Seventh Amended and Restated Memorandum and Articles of Association as adopted by special resolution on 1 September 2021 (the “Memorandum and Articles”), the Register of Members as maintained by the registered office in the Cayman Islands (the “Registered Office”), in each case, of the Company, copies of which have been provided to us by the Registered Office, as applicable (together the “**Company Records**”).
2. A Certificate of Good Standing dated 17 August 2021 in respect of the Company issued by the Registrar (the “**Certificate of Good Standing**”).
3. Copies of executed written resolutions of the Board of Directors of the Company dated 3 November 2014, 23 December 2014, 15 July 2015, 10 May 2016, 29 December 2016, 1 April 2017, 27 February 2018, 24 May 2018, 23 March 2020 and 10 September 2021, respectively (the “**Board Resolutions**”), and copies of executed written resolutions of the members of the Company dated 3 November 2014, 23 December 2014, 15 July 2015, 1 April 2017, 29 December 2016, and 27 February 2018, respectively (the “**Shareholder Resolutions**”, together with the Board Resolutions, the “**Resolutions**”).
4. Copy of the following document of the Company (the “**Plan**”):
 - (a) the Amended and Restated 2018 Share Incentive Plan.
5. The Registration Statement.

SCHEDULE 2**ASSUMPTIONS**

1. The originals of all documents examined in connection with this opinion are authentic. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a complete and accurate translation of the original document they purport to translate.
2. The Memorandum and Articles reviewed by us are the memorandum and articles of association of the Company and are in force at the date hereof.
3. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles to be recorded therein are completely and accurately so recorded.
4. There are no records of the Company (other than the Company Records), agreements, documents or arrangements other than the documents expressly referred to herein as having been examined by us which restrict the powers and authority of the Directors of the Company in any way or which would affect any opinion given herein.
5. The Resolutions have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each Director, or by or on behalf of each member in respect of the member resolutions, and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
6. The Resolutions remain in full force and effect and have not been revoked or varied.

QUALIFICATIONS

1. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing issued by the Registrar. The Company shall be deemed to be in good standing under section 200A of the Companies Act on the date of issue of the certificate if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Bilibili Inc. of our report dated March 5, 2021, relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Bilibili Inc's Annual Report on Form 20-F for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Beijing, the People's Republic of China
September 21, 2021