

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Smart Share Global Limited

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

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

3577
(Primary Standard Industrial
Classification Code Number)

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

**6th Floor, 799 Tianshan W Road
Changning District, Shanghai 200335
People's Republic of China
+86 21 6050 3535**

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

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(800) 221-0102**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Z. Julie Gao, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong
+852 3740-4700

Will H. Cai, Esq.
Michael Yu, Esq.
Cooley LLP
c/o Suites 3501 — 3505, 35/F
Two Exchange Square
8 Connaught Place, Central
Hong Kong
+852 2514-1200

Haiping Li, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
46th Floor, JingAn Kerry Centre, Tower II
1539 Nanjing West Road
Shanghai
The People's Republic of China
+86 21-61938200

Dave Peinsipp, Esq.
Cooley LLP
101 California Street, 5th Floor
San Francisco, California 94111
(415) 693-2000

Approximate date of commencement of proposed sale to the public: **as soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-254228

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽²⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Class A ordinary shares, par value US\$0.0001 per share⁽¹⁾	345,000	US\$4.25	US\$1,466,250	US\$160

(1) American depositary shares issuable upon deposit of Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-254694). Each American depositary share represents two Class A ordinary shares.

(2) Includes Class A ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional ADSs. Also includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.

(3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the [Registration Statement on Form F-1 \(File No. 333-254228\)](#) initially filed by Smart Share Global Limited (the “Company”) with the Securities and Exchange Commission (the “Commission”) on March 12, 2021, which was declared effective by the Commission on March 31, 2021, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

Smart Share Global Limited

Exhibit Index

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	<u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the Class A ordinary shares being registered and certain Cayman Islands tax matters</u>
23.1	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm</u>
23.2	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Smart Share Global Limited (File No. 333-254228) initially filed with the Securities and Exchange Commission on March 12, 2021)</u>

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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on March 31, 2021.

Smart Share Global Limited

By: /s/ Mars Guangyuan Cai
Name: Mars Guangyuan Cai
Title: Chief Executive Officer

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 March 31, 2021.

Signature	Title
_____ /s/ Mars Guangyuan Cai Mars Guangyuan Cai	Director and Chief Executive Officer (Principal Executive Officer)
_____ *	
_____ Peifeng Xu	Director and Chief Operating Officer
_____ *	
_____ Juan Li	Director
_____ *	Director
_____ Feng Zhang	
_____ /s/ Maria Yi Xin Maria Yi Xin	Director and Chief Financial Officer (Principal Financial and Accounting Officer)
*By: _____ /s/ Mars Guangyuan Cai Name: Mars Guangyuan Cai Attorney-in-fact	

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Smart Share Global Limited has signed this registration statement or amendment thereto in New York, New York on March 31, 2021.

Authorized U.S. Representative

Cogency Global Inc.

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

Our ref KKZ/780273-000001/19318120v3

Smart Share Global Limited
01-02 Building No.6
No.799 TianShan West Road
Changning District
Shanghai
People's Republic of China

31 March 2021

Dear Sir or Madam

Smart Share Global Limited

We have acted as Cayman Islands legal advisers to Smart Share Global Limited (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date relating to the offering by the Company of certain American depository shares (the "**ADSs**") representing the Company's Class A Ordinary Shares of a par value of US\$0.0001 each (the "**Shares**").

We are furnishing this opinion as Exhibits 5.1 and 23.2 to the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 17 May 2017 issued by the Registrar of Companies in the Cayman Islands.
 - 1.2 The sixth amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 6 January 2021 (the "**Pre-IPO Memorandum and Articles**").
 - 1.3 The seventh amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 12 March 2021 and effective immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares (the "**IPO Memorandum and Articles**").
-

- 1.4 The written resolutions of the board of directors of the Company dated 12 March 2021 (the “**Directors’ Resolutions**”).
- 1.5 The written resolutions of the shareholders of the Company dated 12 March 2021 (the “**Shareholders’ Resolutions**”).
- 1.6 A certificate from a director of the Company, a copy of which is attached hereto (the “**Director’s Certificate**”).
- 1.7 A certificate of good standing dated 4 March 2021, issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).
- 1.8 The Registration Statement.

2 Assumptions

The following 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. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 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.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

3 Opinion

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

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
 - 3.2 The authorised share capital of the Company, with effect immediately prior to the completion of the Company’s initial public offering of the ADSs representing the Shares, will be US\$120,000 divided into 1,200,000,000 shares comprising of (i) 840,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each; (ii) 240,000,000 Class B Ordinary Shares of a par value of US\$0.0001 each; and (iii) 120,000,000 shares of par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the articles of association of the Company.
 - 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).
-

3.4 The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 **Qualifications**

In this opinion the phrase “non-assessable” means, with respect to shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the shares by the Company or its creditors (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).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in 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 thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

Director's Certificate

31 March 2021

To: Maples and Calder (Hong Kong) LLP
26th Floor, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Dear Sir or Madam

Smart Share Global Limited (the "Company")

I, the undersigned, being a director of the Company, am aware that you are being asked to provide a legal opinion (the "**Opinion**") in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1 The Pre-IPO Memorandum and Articles remain in full and effect and, except as amended by the Shareholders' Resolutions adopting the IPO Memorandum and Articles, are otherwise unamended.
 - 2 The Directors' Resolutions were duly passed in the manner prescribed in the Pre-IPO Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by each director of the Company) and have not been amended, varied or revoked in any respect.
 - 3 The Shareholders' Resolutions were duly passed in the manner prescribed in the Pre-IPO Memorandum and Articles and have not been amended, varied or revoked in any respect.
 - 4 The authorised share capital of the Company is US\$100,000 divided into 1,000,000,000 shares comprising of (i) 610,401,823 Ordinary Shares of US\$0.0001 par value each, (ii) 64,071,541 series seed preferred shares of US\$0.0001 par value each, (iii) 25,072,113 series A preferred shares of US\$0.0001 par value each, (iv) 70,631,942 series A-1 preferred shares of US\$0.0001 par value each, (v) 7,467,196 series B-1 preferred shares of US\$0.0001 par value each, (vi) 40,228,492 series B-2 preferred shares of US\$0.0001 par value each, (vii) 57,653,035 series C-1 preferred shares of US\$0.0001 par value each, (viii) 5,757,914 series C-2 preferred shares of US\$0.0001 par value each, (ix) 42,329,835 series D-1 preferred shares of US\$0.0001 par value each, and (x) 76,386,109 series D-2 preferred shares of US\$0.0001 par value each.
 - 5 The authorised share capital of the Company, with effect immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares, will be US\$120,000 divided into 1,200,000,000 shares comprising of (i) 840,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each; (ii) 240,000,000 Class B Ordinary Shares of a par value of US\$0.0001 each; and (iii) 120,000,000 shares of par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with the articles of association of the Company.
-

6 The shareholders of the Company have not restricted or limited the powers of the directors in any way and there is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Shares or otherwise performing its obligations under the Registration Statement.

7 The directors of the Company at the date of the Director's Resolutions were:

Guangyuan Cai
Peifeng Xu
Yaoyu Zhang
Feng Zhang
Mengqiu Wang
Zheng Huang
Likun Liu
Xian Chen
Yi Xin
Juan Li
Xiaowei Li

8 The directors of the Company at the date hereof are:

Guangyuan Cai
Peifeng Xu
Yi Xin
Feng Zhang
Juan Li

9 Each director of the Company considers the transactions contemplated by the Registration Statement to be of commercial benefit to the Company and has acted bona fide in the best interests of the Company, and for a proper purpose of the Company in relation to the transactions the subject of the Opinion.

10 To the best of my knowledge and belief, having made due inquiry, the Company is not the subject of legal, arbitral, administrative or other proceedings in any jurisdiction that would have a material adverse effect on the business, properties, financial condition, results of operations or prospects of the Company. Nor have the directors or shareholders taken any steps to have the Company struck off or placed in liquidation, nor have any steps been taken to wind up the Company. Nor has any receiver been appointed over any of the Company's property or assets.

11 Upon the completion of the Company's initial public offering of the ADSs representing the Shares, the ADSs on the New York Stock Exchange or the Nasdaq Stock Market and accordingly the Company will not be subject to the requirements of Part XVIIIA of the Companies Act (As Revised).

I confirm that you may continue to rely on this Certificate as being true and correct on the day that you issue the Opinion unless I shall have previously notified you personally to the contrary.

[signature page follows]

Signature: /s/ Mars Guangyuan Cai
Name: Mars Guangyuan Cai
Title: Director

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated March 12, 2021 relating to the financial statements of Smart Share Global Limited, which appears in Amendment No.2 to the Registration Statement on Form F-1 (No. 333-254228) of Smart Share Global Limited. We also consent to the reference to us under the heading “Experts” in Amendment No.2 to the Registration Statement on Form F-1 (No. 333-254228) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers Zhong Tian LLP
Shanghai, the People’s Republic of China
March 31, 2021
