SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
Qu Yu

(Last) (First) (Middle)
BUILDING 19, NO. 1355, CAOBAO ROAD
MINHANG DISTRICT

(Street)
SHANGHAI 200233

(City) (State) (Zip)

CHINA

(Country)

2. Issuer Name **and** Ticker or Trading Symbol
NIO Inc. [NIO]

2a. Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
American depositary shares[1]	09/01/2026		M		45,000	A	$0	360,088	D	
American depositary shares[1]	09/01/2026		M		200,000	A	$0	560,088	D	
American depositary shares[1]	09/01/2026		F		22,500[2]	D	$4.23[3]	537,588	D	
American depositary shares[1]	09/01/2026		F		100,000[4]	D	$4.23[3]	437,588	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted share units	(5)	09/01/2026		M			45,000	(6)	(6)	Class A ordinary share	45,000	$0	0	D	
Restricted share units	(5)	09/01/2026		M			200,000	(7)	(7)	Class A ordinary share	200,000	$0	600,000	D	

Explanation of Responses:

1. Each American depositary share represents one Class A ordinary share.
2. Represents 22,500 shares to be sold pursuant to a non-discretionary sell-to-cover arrangement for the purpose of satisfying income tax liabilities incurred upon vesting of the 45,000 restricted share units.
3. The closing price of the Issuer's American depositary shares on the last trading day before the reported transaction. The Issuer expects to sell these shares on behalf of the Reporting Person in the open market, and the actual sales price may differ from the closing price reported herein.
4. Represents 100,000 shares to be sold pursuant to a non-discretionary sell-to-cover arrangement for the purpose of satisfying income tax liabilities incurred upon vesting of the 200,000 restricted share units.
5. The restricted share units evidence the contingent right to receive Class A ordinary shares upon vesting.
6. The restricted share units vest in five annual installments beginning on September 1, 2022, with 10%, 10%, 20%, 30% and 30% vesting in the first, second, third, fourth and fifth annual installments, respectively, subject to the terms and conditions of the underlying award agreement. The restricted share units do not have expiration dates. The vesting reported herein was as of September 1, 2026.
7. The restricted share units vest in five equal annual installments beginning on September 1, 2025, with 20% vesting in each annual installment, subject to the terms and conditions of the underlying award agreement. The restricted share units do not have expiration dates. The vesting reported herein was as of September 1, 2026.

/s/ Eve Tang, Attorney-in-Fact for Yu Qu — 09/01/2026

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.