

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**Autohome 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)

10th Floor Tower B, CEC Plaza  
3 Dan Ling Street  
Haidian District, Beijing 100080  
The People's Republic of China  
+86-10-5985-7001

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

**Amended and Restated 2016 Share Incentive Plan**  
**2016 Share Incentive Plan II (as amended by Amendment No.1 to the 2016 Share Incentive Plan II)**  
(Full title of the plan)

**Law Debenture Corporate Services Inc.**  
400 Madison Avenue, Suite 4D  
New York, New York 10017  
+1 212 750-6474

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging Growth Company

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:*

**Julian Jiun-Lang Wang**  
Chief Financial Officer  
Autohome Inc.  
10th Floor Tower B, CEC Plaza  
3 Dan Ling Street  
Haidian District, Beijing 100080  
The People's Republic of China  
+86-10-5985-7001

**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

**Haiping Li, Esq.**  
Skadden, Arps, Slate, Meagher &  
Flom LLP  
JingAn Kerry Centre, Tower II, 46/F  
1539 Nanjing West Road  
Shanghai  
The People's Republic of China  
+86 21 6193-8200

**CALCULATION OF REGISTRATION FEE**

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
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Class A Ordinary Shares, par value \$0.01 per share	200,000 <sup>(3)</sup>	\$23.97 <sup>(3)</sup>	\$4,794,000	\$555.62
Class A Ordinary Shares, par value \$0.01 per share	640,000 <sup>(3)</sup>	\$24.65 <sup>(3)</sup>	\$15,776,000	\$1,828.44
Class A Ordinary Shares, par value \$0.01 per share	613,500 <sup>(3)</sup>	\$22.19 <sup>(3)</sup>	\$13,613,565	\$1,577.81
Class A Ordinary Shares, par value \$0.01 per share	6,436,500 <sup>(4)</sup>	\$45.09 <sup>(4)</sup>	\$290,221,785	\$33,636.70
Total	7,890,000 <sup>(5)</sup>	—	\$324,405,350	\$37,598.58

- (1) These shares may be represented by the Registrant's ADSs, each of which represents one Class A ordinary share. The Registrant's ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-192583).
- (2) 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 Amended and Restated 2016 Share Incentive Plan (the "A&R 2016 Plan") and the 2016 Share Incentive Plan II (the "2016 Plan II", together with the A&R 2016 Plan, the "Plans"). Any Class A ordinary share covered by an award granted under the Plans (or portion of an award) that terminates, expires, lapses or repurchased for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A ordinary shares that may be issued under the Plans.
- (3) The amount to be registered represents Class A ordinary shares issuable upon exercise of outstanding options granted under the A&R 2016 Plan and the corresponding proposed maximum offering price per Class A ordinary share represents the exercise price of such outstanding options.
- (4) These Class A ordinary shares are reserved for future award grants under the Plans, including 3,436,500 Class A ordinary shares under the A&R 2016 Plan and 3,000,000 Class A ordinary shares under the 2016 Plan II, respectively, and the corresponding proposed maximum offering price per Class A ordinary share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on \$45.09 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the New York Stock Exchange on June 26, 2017.
- (5) Any Class A ordinary share covered by an award granted under the Plans (or portion of an award) that terminates, expires, lapses or repurchased for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A ordinary shares that may be issued under the Plans.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information\***

**Item 2. Registrant Information and Employee Plan Annual Information\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants covered by the Plans, as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed by Autohome Inc. (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 for the fiscal year ended December 31, 2016 filed with the Commission on April 25, 2017;
- (b) The Registrant's reports on Form 6-K furnished on February 23, 2017, March 3, 2017, May 11, 2017, May 26, 2017 and June 27, 2017;
- (c) The description of the Registrant's Class A ordinary shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-36222) filed with the Commission on December 4, 2013, 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 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of directors and officers, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's fourth amended and restated articles of association, adopted by its shareholders on November 27, 2013, provide that the Registrant may indemnify its directors and officers against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such persons in their capacity as such, except through their own dishonesty, wilful default or fraud.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-192085), the Registrant has agreed to indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

Pursuant to the A&R 2016 Plan and the 2016 Plan II, which were respectively filed as Exhibit 4.65 and Exhibit 4.66 to the Registrant's annual report for the year ended December 31, 2016 on Form 20-F (File No. 001-36222), the Registrant has agreed to indemnify its plan administrative committee members and other directors against certain liabilities and expenses incurred by such persons in connection with claims made by reason of any action or failure to act pursuant to the Plans.

The Underwriting Agreements, the forms of which were filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-192085) and Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-199862), also provides for indemnification of the Registrant for certain liabilities, including liabilities arising under the Securities Act, but only to the extent that such liabilities are caused by information relating to the underwriters furnished to the Registrant in writing expressly for use in such registration statement and certain other disclosure documents.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The Registrant also maintains a directors and officers liability insurance policy for its directors and officers.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**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 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.

## 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 Beijing, China, on June 29, 2017.

### **Autohome Inc.**

By: /s/ Min Lu

Name: Min Lu

Title: Chairman of the Board 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 Min Lu and Julian Jiun-Lang Wang, 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 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, 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/ Min Lu</u> Min Lu	Chairman of the Board and Chief Executive Officer	June 29, 2017
<u>/s/ Dong Liu</u> Dong Liu	Director	June 29, 2017
<u>/s/ Han Qiu</u> Han Qiu	Director	June 29, 2017
<u>/s/ Guo Ping Wang</u> Guo Ping Wang	Director	June 29, 2017
<u>/s/ Yan Kang</u> Yan Kang	Director and President	June 29, 2017
<u>/s/ Julian Jiun-Lang Wang</u> Julian Jiun-Lang Wang	Director and Chief Financial Officer	June 29, 2017
<u>/s/ Junling Liu</u> Junling Liu	Director	June 29, 2017
<u>/s/ Tianruo Pu</u> Tianruo Pu	Director	June 29, 2017
<u>/s/ Dazong Wang</u> Dazong Wang	Director	June 29, 2017

**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 Autohome Inc., has signed this registration statement or amendment thereto in New York on June 29, 2017.

**Authorized U.S. Representative**

By: /s/ Giselle Manon

Name: Giselle Manon, on behalf of Law  
Debenture Corporate Services Inc.

Title: Service of Process Officer



## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fourth Amended and Restated Memorandum and Articles of Association of the Registrant, adopted on November 27, 2013 (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1, as amended (File No. 333-192085), initially filed with the Securities and Exchange Commission on November 4, 2013)
4.2	Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-192085), initially filed with the Securities and Exchange Commission on November 4, 2013)
4.3	Deposit Agreement among the Registrant, the depository and holders of the American Depositary Receipts dated as of December 10, 2013 (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-196006), filed with the Securities and Exchange Commission on May 16, 2014)
5.1*	Opinion of Maples and Calder (Singapore) LLP, regarding the legality of the Class A ordinary shares being registered
10.1	Amended and Restated 2016 Share Incentive Plan (incorporated herein by reference to Exhibit 4.65 to the annual report on Form 20-F (File No. 001-36222), filed with the Securities and Exchange Commission on April 25, 2017)
10.2	2016 Share Incentive Plan II (as amended by Amendment No.1 to the 2016 Share Incentive Plan II) (incorporated herein by reference to Exhibit 4.66 to the annual report on Form 20-F (File No. 001-36222), filed with the Securities and Exchange Commission on April 25, 2017)
23.1*	Consent of PricewaterhouseCoopers Zhong Tian LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Maples and Calder (Singapore) LLP (included in Exhibit 5.1)
23.3*	Consent of Commerce & Finance Law Offices
24.1*	Powers of Attorney (included on signature page hereto)

\* Filed herewith.

Ref: MGG/730005-000001/11294809v1

Autohome Inc.  
10th Floor, Tower B, CEC Plaza  
No. 3 Dan Ling Street  
Hai Dan District  
Beijing 10080  
China

28 June 2017

Dear Sirs

**Autohome Inc. (the “Company”)**

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the “**Commission**”) on or around 30 June 2017 (the “**Registration Statement**”) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of Class A ordinary shares, par value US\$0.01 per share (the “**Shares**”), issuable by the Company pursuant to the Company’s Amended and Restated 2016 Share Incentive Plan and the 2016 Share Incentive Plan II (as amended by Amendment No. 1 to the 2016 Share Incentive Plan II) (together, the “**Plans**”).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the memorandum and articles of association of the Company adopted by special resolution passed on 4 November 2013 (the “**Memorandum and Articles**”), the minutes of the 2016 Annual General Meeting of the Company held on 16 December 2016, the minutes of the Extraordinary General Meeting of the Company held on 27 June 2017 and the written resolutions of the directors of the Company passed on 27 June 2017 (the “**Resolutions**”).

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

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorized.
2. When issued and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (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).

These opinions are subject to the qualification that under the Companies Law (2016 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2016 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These 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. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) 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, (c) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, and (d) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Singapore) LLP

**Maples and Calder (Singapore) LLP**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report (File No.: 001-36222) dated April 25, 2017 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Autohome Inc.'s Annual Report on Form 20-F for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers Zhong Tian LLP

PricewaterhouseCoopers Zhong Tian LLP  
Beijing, the People's Republic of China  
June 29, 2017

# 通商律師事務所

## Commerce & Finance Law Offices

中國北京市朝阳区建国门外大街甲12号新华保险大厦6层 邮编: 100022

電話: 8610-65693399 傳真: 8610-65693838, 65693836, 65693837, 65693839

電子郵件: [beijing@tongshang.com](mailto:beijing@tongshang.com) 網址: [www.tongshang.com.cn](http://www.tongshang.com.cn)

June 28, 2017

Autohome Inc.  
10th Floor Tower B, CEC Plaza  
3 Dan Ling Street  
Haidian District, Beijing  
The People's Republic of China

Dear Sir/Madam:

We consent to the reference to our firm under the captions of "Item 3.D—Risk Factors" in Autohome Inc.'s annual report on Form 20-F for the year ended December 31, 2016, which was filed with the Securities and Exchange Commission in the month of April 2017, and further consent to the incorporation by reference of the summaries of our opinions under these captions into Autohome Inc.'s registration statement on Form S-8 (File No. 333-196006) that will be filed on or around June 30, 2017.

Yours faithfully,

/s/ Commerce & Finance Law Offices

Commerce & Finance Law Offices