Autohome Inc.
Form S-8
May 16, 2014

As filed with the Securities and Exchange Commission on May 16, 2014

Registration No. 333-

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)

2011 Share Incentive Plan

2013 Share Incentive Plan

(Full title of the plan)

Law Debenture Corporate Services Inc.

400 Madison Avenue, 4th Floor

New York, New York 10017

(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	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

Copies to:

Nicholas Yik Kay Chong

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.

Will H. Cai, 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

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
Class A Ordinary Shares, par value $0.01 per share	7,828,100 (3)	$2.20 (3)	$17,221,820	$2,218.17
Class A Ordinary Shares, par value $0.01 per share	400,000 (4)	$32.15 (4)	$12,860,000	$1,656.37
Class A Ordinary Shares, par value $0.01 per share	2,965,000 (5)	$32.15 (5)	$95,324,750	$12,277.83
Total	11,193,100 (6)		$125,406,570	$16,152.37

(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) Represents Class A ordinary shares issuable upon exercise of options and pursuant to other awards granted under the 2011 Share Incentive Plan and the 2013 Share Incentive Plan (the Plans). 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 Plans.

(3) The amount to be registered represents shares issuable upon exercise of outstanding options granted under the 2011 Share Incentive Plan, and the corresponding proposed maximum offering price per share represents the exercise price of such outstanding options.

(4) The amount to be registered represents restricted shares granted under the 2013 Share Incentive Plan, and the corresponding proposed maximum offering price per 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 $32.15 per ADS, the average of the high and low prices for the Registrant s ADSs as quoted on the New York Stock Exchange on May 12, 2014.

(5) These shares are reserved for future award grants under the Plans, including 15,000 shares under the 2011 Share Incentive Plan and 2,950,000 shares under the 2013 Share Incentive Plan, respectively, and the corresponding proposed maximum offering price per 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 $32.15 per ADS, the average of the high and low prices for the Registrant s ADSs as quoted on the New York Stock Exchange on May 12, 2014.

(6) Any Class A ordinary shares covered by an award granted under the Plans (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 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, 2013 filed with the Commission on March 31, 2014; and

(b) 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 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 actions, costs, charges, losses, damages and expenses incurred by such persons in their capacity as such, except through their own willful neglect or default.

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 2011 Share Incentive Plan and 2013 Share Incentive Plan, which were respectively filed as Exhibits 10.1 and 10.2 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 other members of the Plan administrative committees 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 2011 Share Incentive Plan and 2013 Share Incentive Plan, as applicable.

The Underwriting Agreement, the form of which was filed as Exhibit 1.1 to the Registrant s registration statement on Form F-1, as amended (File No. 333-192085), 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: (i) a directors and officers liability insurance policy that protects directors and officers from certain liabilities that they may incur in their capacities as such and (ii) a public offering of securities insurance policy in connection with the Registrant s initial public offering that took place in December 2013 covering, among others, Telstra Corporation Limited and the Registrant s directors and officers. Telstra Corporation Limited is the parent of Telstra Holdings Pty Ltd., the Registrant s largest shareholder.

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, 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 May 16, 2014.

Autohome Inc.

By: /s/ James Zhi Qin
Name: James Zhi Qin
Title: 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 Mr. James Zhi Qin and Mr. Nicholas Yik Kay Chong, with full power to act alone, as his 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.

Signature	Title	Date
/s/ Timothy Y. (Tim) Chen	Chairman of the Board and Director	May 16, 2014
Timothy Y. (Tim) Chen		
/s/ James Zhi Qin	Director and Chief Executive Officer	May 16, 2014
James Zhi Qin	(Principal Executive Officer)	
/s/ Andrew Penn	Director	May 16, 2014
Andrew Penn		
/s/ Xiang Li	Director and President	May 16, 2014
Xiang Li		

Signature	Title	Date
/s/ Nicholas Yik Kay Chong	Chief Financial Officer(Principal Financial and Accounting Officer)	May 16, 2014
Nicholas Yik Kay Chong		
/s/ Gabriel Li	Director	May 16, 2014
Gabriel Li		
/s/ Cynthia Whelan	Director	May 16, 2014
Cynthia Whelan		
/s/ Han Willem Kotterman	Director	May 16, 2014
Han Willem Kotterman		
/s/ Ruey-Bin Kao	Director	May 16, 2014
Ruey-Bin Kao		
/s/ Ya-Qin Zhang	Director	May 16, 2014
Ya-Qin Zhang		
/s/ Ted Tak-Tai Lee	Director	May 16, 2014
Ted Tak-Tai Lee		

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 Autohome Inc. has signed this registration statement or amendment thereto in New York on May 16, 2014.

Authorized U.S. Representative

By: /s/ Amy Segler
Name: Amy Segler, on behalf of

Law Debenture Corporate Services Inc.
Title: Service of Process Officer

EXHIBIT INDEX

Exhibit Number	Description
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))
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))
4.3*	Deposit Agreement among the Registrant, the depositary and holders of the American Depositary Receipts
5.1*	Opinion of Conyers Dill & Pearman (Cayman) Limited, regarding the legality of the Class A ordinary shares being registered
10.1	2011 Share Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1, as amended (File No. 333-192085))
10.2	2013 Share Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1, as amended (File No. 333-192085))
23.1*	Consent of Ernst & Young Hua Ming LLP
23.2*	Consent of Conyers Dill & Pearman (Cayman) Limited (included in Exhibit 5.1)
24.1*	Powers of Attorney (included on signature page hereto)

* Filed herewith.