

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

**(Amendment No. 1)
(RULE 14d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

iQIYI, Inc.

(Name of Subject Company (Issuer))

iQIYI, Inc.

(Name of Filing Person (Issuer))

3.75% Convertible Senior Notes due 2023
(Title of Class of Securities)

46267XAB4
(CUSIP Number of Class of Securities)

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with copy to:

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

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CALCULATION OF FILING FEE

Transaction valuation	Amount of filing fee
US\$750,000,000(1)	US\$69,525(2)

(1) Calculated solely for purposes of determining the filing fee. The purchase price of the 3.75% Convertible Senior Notes due 2023 (the "Notes"), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding. As of November 29, 2021, there was US\$750,000,000 aggregate principal amount of Notes outstanding, resulting in an aggregate maximum purchase price of US\$750,000,000 (excluding accrued but unpaid interest).

(2) The filing fee was previously paid. The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$92.70 for each US\$1,000,000 of the value of the transaction.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: US\$69,525
Form or Registration No.: Schedule TO

Filing Party: iQIYI, Inc.
Date Filed: October 25, 2021

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 1 to Schedule TO (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by iQIYI, Inc. (the “Company”) on October 25, 2021 (the “Schedule TO”) relating to the Company’s 3.75% Convertible Senior Notes due 2023 (the “Notes”). This Amendment No. 1 relates to the final results of the Company’s repurchase of the Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s Notice to the holders of the Notes (the “Holders”) dated October 25, 2021 (the “Repurchase Right Notice”). The information contained in the Schedule TO, including the Repurchase Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 1 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 1 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended.

ITEM 11.ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The repurchase right offer expired at 5:00 p.m., New York City time, on Monday, November 29, 2021 (the “Expiration Date”). The Company has been advised by Citibank, N.A., as paying agent (the “Paying Agent”), that pursuant to the terms of the Repurchase Right Notice, US\$746,793,000 aggregate principal amount of the Notes were validly surrendered and not withdrawn as of the Expiration Date. The Company has accepted all of the surrendered Notes for repurchase pursuant to the terms of the Repurchase Right Notice and has forwarded cash in payment of the Repurchase Price to the Paying Agent for distribution to the Holders that had exercised their Repurchase Right. The aggregate amount of the Repurchase Price is US\$746,793,000. Following settlement of the repurchase, US\$3,207,000 aggregate principal amount of the Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the Notes.

ITEM 12.EXHIBITS.

- (a)(1)* Repurchase Right Notice to Holders of 3.75% Convertible Senior Notes due 2023 issued by the Company, dated as of October 25, 2021.
- (a)(5)(A)* Press Release issued by the Company, dated as of October 25, 2021.
- (a)(5)(B)† Press Release issued by the Company, dated as of November 30, 2021.
- (b) Not applicable.
- (d) Indenture, dated as of December 4, 2018, between the Company and Citicorp International Limited, as trustee (incorporated by reference to Exhibit 4.47 to the Company’s annual report on Form 20-F (File No. 001- 38431) filed with the Securities and Exchange Commission on March 15, 2019).
- (g) Not applicable.
- (h) Not applicable.

* Previously filed.

† Filed herewith.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)*	Repurchase Right Notice to Holders of 3.75% Convertible Senior Notes due 2023 issued by the Company, dated as of October 25, 2021.
(a)(5)(A)*	Press Release issued by the Company, dated as of October 25, 2021.
(a)(5)(B)†	Press Release issued by the Company, dated as of November 30, 2021.
(d)	Indenture, dated as of December 4, 2018, between the Company and Citicorp International Limited, as trustee (incorporated by reference to Exhibit 4.47 to the Company's annual report on Form 20-F (File No. 001- 38431) filed with the Securities and Exchange Commission on March 15, 2019)

* Previously filed.

† Filed herewith.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

iQIYI, Inc.

By: /s/ Xiaodong Wang

Name: Xiaodong Wang

Title: Chief Financial Officer

Dated: November 30, 2021

iQIYI, Inc. Announces Completion of the Repurchase Right Offer for Its 3.75% Convertible Senior Notes due 2023

BEIJING, November 30, 2021 — iQIYI, Inc. (Nasdaq: IQ) (“iQIYI” or the “Company”), an innovative market-leading online entertainment service in China, today announced that it has completed its previously announced repurchase right offer relating to its 3.75% Convertible Senior Notes due 2023 (CUSIP No. 46267XAB4) (the “Notes”). The repurchase right offer expired at 5:00 p.m., New York City time, on Monday, November 29, 2021. Based on information from Citibank, N.A. as the paying agent for the Notes, US\$746,793,000 aggregate principal amount of the Notes were validly surrendered and not withdrawn prior to the expiration of the repurchase right offer. The aggregate cash purchase price of these Notes was US\$746,793,000. The Company has accepted all of the surrendered Notes for repurchase and has forwarded cash in payment of the same to the paying agent for distribution to the applicable holders.

Materials filed with the SEC will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <http://ir.iqiyi.com/>.

About iQIYI, Inc.

iQIYI, Inc. is an innovative market-leading online entertainment service in China. Its corporate DNA combines creative talent with technology, fostering an environment for continuous innovation and the production of blockbuster content. iQIYI’s platform features highly popular original content, as well as a comprehensive library of other professionally-produced content, professional user generated content and user-generated content. The Company distinguishes itself in the online entertainment industry by its leading technology platform powered by advanced AI, big data analytics and other core proprietary technologies. iQIYI attracts a massive user base with tremendous user engagement, and has developed a diversified monetization model including membership services, online advertising services, content distribution, online games, live broadcasting, IP licensing, talent agency, online literature, etc.

For further information, please contact:

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