
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Luckin Coffee Inc.

(Name of Issuer)

Class A Ordinary Shares, par value US\$0.000002 per share

(Title of Class of Securities)

54951L109

(CUSIP Number)

**Jun Liu
Suite 1313, Two Pacific Place, 88 Queensway
Hong Kong, K3, 000000
852 3643 0755**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/03/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Â§Â§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 54951L109

Name of reporting person

1

Centurium Holdings Ltd.

Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 CAYMAN ISLANDS
Sole Voting Power

7
Number of Shares Beneficially Owned by Each Reporting Person 0.00
With: Shared Voting Power

8
Owned by 596,346,800.00
Each Reporting Person 0.00
With: Shared Dispositive Power

9
10
596,346,800.00

11 Aggregate amount beneficially owned by each reporting person
596,346,800.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13
Percent of class represented by amount in Row (11)

14 23.28 %
Type of Reporting Person (See Instructions)

CO

Comment for Type of Reporting Person:

The reported securities represent 164,790,181 Class A Ordinary Shares and 431,556,619 Class A Ordinary Shares issuable upon conversion of 136,172,004 Class B Ordinary Shares and 295,384,615 Preferred Shares (as defined below). Each of the Class B Ordinary Shares and the Preferred Shares is convertible at the election of the Reporting Person into one Class A Ordinary Share. The percent of class is calculated based on 2,129,852,172 Class A Ordinary Shares issued and outstanding as of February 28, 2025 as disclosed on the Issuer's annual report on Form 20-F filed with the SEC on March 31, 2025, plus an additional 431,556,619 Class A Ordinary Shares issuable upon conversion of 136,172,004 Class B Ordinary Shares and 295,384,615 Preferred Shares beneficially owned by the Reporting Persons (as defined below).

SCHEDULE 13D

CUSIP No. 54951L109

1 Name of reporting person
Hui Li
Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only

4 Source of funds (See Instructions)
OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization
HONG KONG

7 Sole Voting Power
0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power
596,346,800.00

9 Sole Dispositive Power
0.00

10 Shared Dispositive Power
596,346,800.00

11 Aggregate amount beneficially owned by each reporting person
596,346,800.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)
23.28 %

14 Type of Reporting Person (See Instructions)
IN

Comment for Type of Reporting Person:

The reported securities represent 164,790,181 Class A Ordinary Shares and 431,556,619 Class A Ordinary Shares issuable upon conversion of 136,172,004 Class B Ordinary Shares and 295,384,615 Preferred Shares (as defined below). Each of the Class B Ordinary Shares and the Preferred Shares is convertible at the election of the Reporting Person into one Class A Ordinary Share. The percent of class is calculated based on 2,129,852,172 Class A Ordinary Shares issued and outstanding as of February 28, 2025 as disclosed on the Issuer's annual report on Form 20-F filed with the SEC on March 31, 2025, plus an additional 431,556,619 Class A Ordinary Shares issuable upon conversion of 136,172,004 Class B Ordinary Shares and 295,384,615 Preferred Shares beneficially owned by the Reporting Persons (as defined below).

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Ordinary Shares, par value US\$0.000002 per share
Name of Issuer:

(b) Luckin Coffee Inc.
Address of Issuer's Principal Executive Offices:

(c) 28th Fl, Building T3, Haixi Jingu Plaza, 1-3 Taibei Road, Siming District, Xiamen, Fujian, CHINA , 361008.

Item 1 Comment:

This Amendment No. 6 to Schedule 13D (this "Amendment No. 6") amends and supplements the prior statement on Schedule 13D as filed on December 9, 2021 (the "Original 13D"), Amendment No. 1 to Schedule 13D as filed on January 27, 2022 (the "Amendment No. 1"), Amendment No. 2 to Schedule 13D as filed on March 11, 2022 (the "Amendment No. 2"), Amendment No. 3 to Schedule 13D as filed on July 18, 2024 (the "Amendment No. 3"), Amendment No. 4 to Schedule 13D as filed on March 5, 2025 (the "Amendment No. 4") and Amendment No. 5 to Schedule 13D as filed on June 4, 2025 (the "Amendment No. 5" and as amended and supplemented by this Amendment No. 6, this "Schedule 13D"), and relates to the beneficial ownership of Class A ordinary shares, par value US\$0.000002 per share (the "Class A Ordinary Shares") of Luckin Coffee Inc., a Cayman Islands exempted company (the "Issuer") whose principal executive offices is located at 28th Floor, Building T3, Haixi Jingu Plaza, 1-3 Taibei Road, Siming District, Xiamen City, Fujian, People's Republic of China, 361008. In addition to the Class A Ordinary Shares, this Schedule 13D discloses interests with respect to the Class B ordinary shares, par value US\$0.000002 per share, of the Issuer (the "Class B Ordinary Shares") and the senior convertible preferred shares, par value US\$0.000002 per share, of the Issuer (the "Preferred Shares"). The rights of the holders of the Class A Ordinary Shares and Class B Ordinary Shares are substantially identical, except with respect to voting and conversion rights. Each Class A Ordinary Share is entitled to one vote and each Class B Ordinary Share is entitled to ten votes and is convertible into one Class A Ordinary Share at any time by the holder thereof. Each Preferred Share is entitled to a number of votes equal to the number of Class A Ordinary Shares into which such Preferred Share is convertible. Each Preferred Share shall be convertible, at any time at the option of the holder thereof and at such holder's sole discretion, into that number of Class A Ordinary Shares (or an equivalent number of ADSs) determined by dividing (i) the sum of the original issue price plus any declared but unpaid dividends on such Preferred Share, by (ii) the conversion price in effect at time of the conversion, which shall initially be the original issue price of US\$0.8125 per Preferred Share and is subject to adjustment from time to time. In addition, certain reserved matters are subject to prior written consent of the holders of a majority of the outstanding Preferred Shares and holders of Preferred Shares are entitled to certain downside protection from regulatory events. The Issuer's American depository shares (the "ADSs"), each representing eight Class A Ordinary Shares, were previously listed on NASDAQ and traded under the symbol "LK" prior to their delisting on July 1, 2020, and are currently trading on the OTC Pink Sheets under the symbol (OTCPK: LKNCY).

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following: The Reporting Persons acquired the securities described in this Schedule 13D for investment purposes and intend to review its investment in the Issuer on a continuing basis. The Reporting Persons may from time to time acquire additional securities of the Issuer or retain or sell all or a portion of the shares then held by the Reporting Persons, in the open market, block trades, underwritten public offerings or privately negotiated transactions. Any actions the Reporting Persons might undertake with respect to its investment in the Issuer may be made at any time and from time to time and will be dependent upon a review of numerous factors, including, but not limited to: ongoing evaluation of the Issuer's business, financial condition, operations, prospects and strategic alternatives; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; tax considerations; liquidity of the Issuer's securities; and other factors and future developments. The Reporting Persons may consider, explore and/or develop plans and/or make proposals (whether preliminary or final) with respect to, among other things, the Issuer's performance, operations, management, governance, conflicted party transactions, capital allocation policies, and strategy and plans of the Issuer. In this regard, the Reporting Persons may engage the board of directors and management of the Issuer with respect to such matters. In addition, each Reporting Person may, at any time and from time to time, (i) review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto and (ii) propose or consider one or more of the actions described in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

The responses of each Reporting Person to Rows (11) and (13) of the cover pages of this Schedule 13D are hereby incorporated by reference in this Item 5(a). After giving effect to the Distribution and the Camel Zhengkai Rule 144 Sale (each as defined in Item 5(c) hereof), the Reporting Persons' beneficial ownership decreased to 596,346,800 Class A Ordinary Shares, representing 23.28% of the outstanding Class A Ordinary Shares of the Issuer. This calculation is based on 2,129,852,172 Class A Ordinary Shares issued and outstanding as of February 28, 2025 as disclosed on the Issuer's annual report on Form 20-F filed with the SEC on March 31, 2025, plus an additional 431,556,619 Class A Ordinary Shares issuable upon conversion of 136,172,004 Class B Ordinary Shares and 295,384,615 Preferred Shares beneficially owned by the Reporting Persons. The reported securities are directly held as follows: (a) Lucky Cup Holdings Limited ("Lucky Cup"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, holds 136,172,000 Class B Ordinary Shares, convertible into 136,172,000 Class A Ordinary Shares; (b) Fortunate Cup Holdings Limited ("Fortunate Cup"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, holds 4 Class B Ordinary Shares, convertible into 4 Class A Ordinary Shares; (c) Centurium Capital Partners 2018, L.P. ("Centurium Fund I"), a limited partnership incorporated under the laws of the Cayman Islands, holds 158,158,519 Preferred Shares, convertible into 158,158,519 Class A Ordinary Shares (subject to certain anti-dilution adjustments); (d) CCM Lucky, L.P. ("CCM Lucky"), a limited partnership incorporated under the laws of the Cayman Islands, holds 125,486,906 Preferred Shares, convertible into 125,486,906 Class A Ordinary Shares (subject to certain anti-dilution adjustments); (e) CCM CB II, L.P. ("CCM CB II"), a limited partnership incorporated under the laws of the Cayman Islands, holds 11,739,190 Preferred Shares, convertible into 11,739,190 Class A Ordinary Shares (subject to certain anti-dilution adjustments); (f) Camel ZQ Limited ("Camel ZQ"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, holds 56,573,990 Class A Ordinary Shares (including 21,017,992 Class A Ordinary Shares in the form of 2,627,249 ADSs); (g) Centurium Capital II Ltd. ("Centurium Capital II"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, holds 25,384,789 Class A Ordinary Shares; (h) Camel Zhengkai Limited ("Camel Zhengkai"), a company incorporated under the laws of the British Virgin Islands, holds 4,354,773 Class A Ordinary Shares (including 4,354,768 Class A Ordinary Shares in the form of 544,346 ADSs); (i) CCM Prosper L.P. ("CCM Prosper"), a limited partnership incorporated under the laws of the Cayman Islands, holds 32,313,906 Class A Ordinary Shares; (j) Masterclass Holdings Limited ("Masterclass"), an exempted company incorporated with limited liability under the laws of the Cayman Islands, holds 32,313,906 Class A Ordinary Shares; and (k) Tianyu Ruikong Limited ("Tianyu"), a company incorporated under the laws of the British Virgin Islands, holds 13,848,817 Class A Ordinary Shares. Centurium Fund I is the sole shareholder of Lucky Cup and Fortunate Cup. Mr. Li has sole voting and investment discretion with respect to Tianyu. Centurium Capital Partners II, L.P., a limited partnership incorporated under the laws of the Cayman Islands ("USD Fund II", and together with Centurium Fund I, CCM Lucky, CCM CB II and CCM Prosper, the "Funds"), is the sole shareholder of Masterclass. Centurium is the sole shareholder of Centurium Capital II. Centurium holds interests in the general partners of certain private equity funds, including the Funds, that hold interests in Lucky Cup, Fortunate Cup and Masterclass. Mr. Li is the sole shareholder and director of Centurium Holdings (BVI) Ltd., which is the sole shareholder of Centurium. All voting power in Camel ZQ and Camel Zhengkai is held by an entity ultimately controlled by Mr. Li.

The responses of each Reporting Person to Rows (7) through (10) of the cover pages of this Schedule 13D are hereby incorporated by reference in this Item 5(b). Each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the (i) 136,172,000 Class B Ordinary Shares held by Lucky Cup, (ii) 4 Class B Ordinary Shares held by Fortunate Cup, (iii) 158,158,519 Preferred Shares held by Centurium Fund I, (iv) 125,486,906 Preferred Shares held by CCM Lucky, (v) 11,739,190 Preferred Shares held by CCM CB II, (vi) 56,573,990 Class A Ordinary Shares held by Camel ZQ (including 21,017,992 Class A Ordinary Shares in the form of 2,627,249 ADSs), (vii) 25,384,789 Class A Ordinary Shares held by Centurium Capital II, (viii) 4,354,773 Class A Ordinary Shares held by Camel Zhengkai (including 4,354,768 Class A Ordinary Shares in the form of 544,346 ADSs), (ix) 32,313,906 Class A Ordinary Shares held by CCM Prosper, (x) 32,313,906 Class A Ordinary Shares held by Masterclass, and (xi) 13,848,817 Class A Ordinary Shares held by Tianyu.

Except as disclosed as follows, none of the Reporting Persons has effected any transaction in the Class A Ordinary Shares, the Class B Ordinary Shares or the Preferred Shares during the past 60 days. On October 15, 2025, Cameleer II L.P., a limited partnership incorporated under the laws of the Cayman Islands, made a distribution in kind of 8,551,098 Class A Ordinary Shares to its sole limited partner, for no additional consideration, in accordance with its organizational documents (the "Distribution"). (a) On November 20, 2025, Camel Zhengkai sold 1,749,960 Class A Ordinary Shares represented by 218,745 ADSs at a price of US\$4.52 per share (or US\$36.17 per ADS), (b) on November 21, 2025, Camel Zhengkai sold 4,012,560 Class A Ordinary Shares represented by 501,570 ADSs at a price of US\$4.61 per share (or US\$36.84 per ADS), (c) on November 24, 2025, Camel Zhengkai sold 1,880,000 Class A Ordinary Shares represented by 235,000 ADSs at a price of US\$4.59 per share (or US\$36.70 per ADS), (d) on November 25, 2025, Camel Zhengkai sold 2,296,000 Class A Ordinary Shares represented by 287,000 ADSs at a price of US\$4.55 per share (or US\$36.41 per ADS), (e) on November 26, 2025, Camel Zhengkai sold 2,000,800 Class A Ordinary Shares represented by 250,100 ADSs at a price of US\$4.56 per share (or US\$36.44 per ADS), (f) on November 28, 2025, Camel Zhengkai sold 713,600 Class A Ordinary Shares represented by 89,200 ADSs at a price of US\$4.53 per share (or US\$36.23 per ADS), (g) on December 1, 2025, Camel Zhengkai sold 2,365,600 Class A Ordinary Shares represented by 295,700 ADSs at a price of US\$4.51 per share (or US\$36.09 per ADS), (h) on December 2, 2025, Camel Zhengkai sold 1,511,576 Class A Ordinary Shares represented by 188,947 ADSs at a price of US\$4.49 per share (or US\$35.95 per ADS), and (i) on December 3, 2025, Camel Zhengkai sold 4,768,424 Class A Ordinary Shares represented by 596,053 ADSs at a price of US\$4.47 per share (or US\$35.79 per ADS), in each case, in one or more open market sales pursuant to Rule 144 under the Securities Act of 1933, as amended (collectively, the "Camel Zhengkai Rule 144 Sale").

Except as disclosed in this Schedule 13D, to the best knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Class A Ordinary Shares, the Class B Ordinary Shares or the Preferred Shares beneficially owned by any of the Reporting Persons.

(e) Not applicable.

SIGNATURE

After reasonable 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.

Centurium Holdings Ltd.

Signature: /s/ Hui Li
Name/Title: Hui Li / Director
Date: 12/05/2025

Hui Li

Signature: /s/ Hui Li
Name/Title: Hui Li / Director
Date: 12/05/2025