
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

**Information to Be Included in Statements Filed Pursuant to Rules 13d-1 (b), (c) and (d) and Amendments Thereto Filed
Pursuant To 13d-2
Under the Securities Exchange Act of 1934
(Amendment No.)***

Uxin Limited
(Name of Issuer)

Ordinary Shares, par value of \$0.0001 per share
(Title of Class of Securities)

91818X 108
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

1	NAMES OF REPORTING PERSONS	
	Baidu, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 79,832,280
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 79,832,280
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 79,832,280	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.1%*	
12	TYPE OF REPORTING PERSON CO	

* The percentage is calculated by dividing the number of shares beneficially owned by the Reporting Person by all of the Issuer's issued and outstanding Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2018.

1	NAMES OF REPORTING PERSONS	
	Baidu Holdings Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 79,832,280
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 79,832,280
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 79,832,280	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.1%*	
12	TYPE OF REPORTING PERSON CO	

* The percentage is calculated by dividing the number of shares beneficially owned by the Reporting Person by all of the Issuer's issued and outstanding Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2018.

1	NAMES OF REPORTING PERSONS	
	Baidu (Hong Kong) Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER 79,832,280
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 79,832,280
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 79,832,280	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.1%*	
12	TYPE OF REPORTING PERSON CO	

* The percentage is calculated by dividing the number of shares beneficially owned by the Reporting Person by all of the Issuer's issued and outstanding Class A ordinary shares and Class B ordinary shares as a single class as of December 31, 2018.

ITEM 1(a). NAME OF ISSUER:

Uxin Limited

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2-5/F, Tower E, LSHM Center,
No. 8 Guangshun South Avenue,
Chaoyang District, Beijing, 100102
People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Baidu, Inc.
Baidu Holdings Limited
Baidu (Hong Kong) Limited

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Baidu, Inc.
Baidu Campus
No. 10 Shangdi 10th Street
Haidian District, Beijing 100085
People's Republic of China

Baidu Holdings Limited
Kingston Chambers, PO Box 173
Road Town, Tortola
British Virgin Islands

Baidu (Hong Kong) Limited
Rooms 2201-03, 22/F
World-Wide House
19 Des Voeux Road Central
Hong Kong

ITEM 2(c). CITIZENSHIP:

Baidu, Inc. – Cayman Islands
Baidu Holdings Limited – British Virgin Islands
Baidu (Hong Kong) Limited – Hong Kong

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary shares, par value of \$0.0001 per share

The Issuer's ordinary shares consist of Class A ordinary shares and Class B ordinary shares. Holders of Class A ordinary shares and Class B ordinary shares have the same rights except for 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. Each Class B ordinary share is convertible at the option of the holder into one Class A ordinary share, whereas Class A ordinary shares are not convertible into Class B ordinary shares under any circumstances.

ITEM 2(e). CUSIP NO.:

91818X 108

This CUSIP number applies to the American Depositary Shares of the Issuer (“ADSS”), each representing three Class A ordinary shares of the Issuer, par value \$0.0001 per share. No CUSIP has been assigned to the ordinary shares.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13D-1(B), OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSONS FILING IS A:

Not applicable

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of par value of \$0.0001 per share of Uxin Limited by each of the reporting persons is provided as of December 31, 2018:

<u>Reporting Person</u>	<u>Amount beneficially owned:</u>	<u>Percent of class:</u>	<u>Sole power to vote or direct the vote:</u>	<u>Shared power to vote or to direct the vote:</u>	<u>Sole power to dispose or to direct the disposition of:</u>	<u>Shared power to dispose or to direct the disposition of:</u>
Baidu, Inc.	79,832,280	9.1	79,832,280	0	79,832,280	0
Baidu Holdings Limited	79,832,280	9.1	79,832,280	0	79,832,280	0
Baidu (Hong Kong) Limited	79,832,280	9.1	79,832,280	0	79,832,280	0

Baidu (Hong Kong) Limited, a company incorporated in Hong Kong, directly holds 79,832,280 Class A ordinary shares of the Issuer. Baidu (Hong Kong) Limited is a wholly-owned subsidiary of Baidu Holdings Limited, a British Virgin Islands company, which is wholly owned by Baidu, Inc., a Cayman Islands company listed on the NASDAQ Global Select Market. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Baidu, Inc. and Baidu Holdings Limited may be deemed to beneficially own all of the shares held by Baidu (Hong Kong) Limited.

The percentage of the class of securities beneficially owned by each of the reporting persons as of December 31, 2018 is based on 880,659,899 outstanding ordinary shares as a single class, being the sum of 839,850,038 Class A ordinary shares and 40,809,861 Class B ordinary shares outstanding as of the same date, assuming conversion of all Class B ordinary shares into Class A ordinary shares, and excluding the 23,520,495 Class A ordinary shares issued to the Issuer’s depository bank for bulk issuance of ADSs reserved for future issuances upon the exercising or vesting of awards granted under the Issuer’s share incentive plan.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATIONS

Not applicable

LIST OF EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Joint Filing Agreement

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.

Dated: February 1, 2019

Baidu, Inc.

By: /s/ Robin Yanhong Li

Name: Robin Yanhong Li

Title: Chief Executive Officer

Baidu Holdings Limited

By: /s/ Herman Yu

Name: Herman Yu

Title: Director

Baidu (Hong Kong) Limited

By: /s/ Herman Yu

Name: Herman Yu

Title: Director

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the ordinary shares, par value of \$0.0001 per share, of Uxin Limited, a Cayman Islands exempted company, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Signature page to follow]

Signature Page

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 1, 2019.

Baidu, Inc.

By: /s/ Robin Yanhong Li
Name: Robin Yanhong Li
Title: Chief Executive Officer

Baidu Holdings Limited

By: /s/ Herman Yu
Name: Herman Yu
Title: Director

Baidu (Hong Kong) Limited

By: /s/ Herman Yu
Name: Herman Yu
Title: Director