

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 2)<sup>1</sup>

**Uxin Limited**

(Name of Issuer)

**Class A ordinary shares, par value \$0.0001 per share**

(Title of Class of Securities)

**91818X108\*\***

(CUSIP Number)

**David A. Sirignano**  
**Morgan, Lewis & Bockius, LLP**  
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**Washington, DC 20004**  
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**Morgan, Lewis & Bockius, LLP**  
**Beijing Kerry Centre South Tower, Suite 823**  
**No. 1 Guang Hua Road, Chaoyang District,**  
**Beijing 100020, China**

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

**November 15, 2021**

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

\*\* This CUSIP number pertains to the Issuer's American Depositary Shares, each representing three Class A Ordinary Shares.

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).

<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Astral Success Limited</b>		
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
<b>3</b>	SEC USE ONLY		
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO		
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION BVI		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 458,782,405 <sup>2</sup>	
	<b>8</b>	SHARED VOTING POWER	
	<b>9</b>	SOLE DISPOSITIVE POWER 458,782,405	
	<b>10</b>	SHARED DISPOSITIVE POWER	
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 458,782,405		
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)* <input type="checkbox"/>		
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.5% <sup>3</sup>		
<b>14</b>	TYPE OF REPORTING PERSON* CO		

**\*SEE INSTRUCTION BEFORE FILLING OUT**

<sup>2</sup> Represents 458,782,405 Class A Ordinary Shares of the Issuer that may be acquired upon conversion of 458,782,405 Senior Convertible Preferred Shares issued or issuable to Astral pursuant to the Subscription Agreement and upon exercise of the Warrant held by Astral, which is the sum of (i) 167,491,989 Class A Ordinary Shares that may be acquired upon conversion of 167,491,989 Senior Convertible Preferred Shares held by Astral, (ii) 50,975,823 Class A Ordinary Shares that may be acquired upon conversion of 50,975,823 Senior Convertible Preferred Shares that Astral has a right to purchase at an additional Second Closing, and (iii) up to 240,314,593 Class A Ordinary Shares that may be acquired upon conversion of up to 240,314,593 Senior Convertible Preferred Shares that may be acquired upon exercise of the Warrant held by Astral.

<sup>3</sup> The calculation assumes that there is a total of 1,610,116,026 Class A Shares outstanding, which is the sum of the (i) 1,151,333,621 Class A Ordinary Shares outstanding (including 5,895,072 Class A Ordinary Shares issued to the Issuer's depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Issuer's share incentive plan), and (ii) 458,782,405 Class A Ordinary Shares that may be acquired upon conversion of 458,782,405 Senior Convertible Preferred Shares issued or issuable to Astral pursuant to the Subscription Agreement and upon exercise of the Warrant held by Astral.

<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital Opportunity, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 458,782,405
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 458,782,405
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 458,782,405	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)* <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.5%	
<b>14</b>	TYPE OF REPORTING PERSON* PN	

\*SEE INSTRUCTION BEFORE FILLING OUT

<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital Opportunity GP, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
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<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital II, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 458,782,405
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 458,782,405
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 458,782,405	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)* <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.5%	
<b>14</b>	TYPE OF REPORTING PERSON* PN	

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<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital II GP, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 458,782,405
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 458,782,405
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<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)* <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.5%	
<b>14</b>	TYPE OF REPORTING PERSON* PN	

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<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital III, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 458,782,405
	<b>9</b>	SOLE DISPOSITIVE POWER
	<b>10</b>	SHARED DISPOSITIVE POWER 458,782,405
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 458,782,405	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)* <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 28.5%	
<b>14</b>	TYPE OF REPORTING PERSON* PN	

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<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital III GP, L.P.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
	<b>8</b>	SHARED VOTING POWER 458,782,405
	<b>9</b>	SOLE DISPOSITIVE POWER
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<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) <b>Joy Capital GP, Ltd.</b>	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS* (SEE INSTRUCTIONS) OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER
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<b>14</b>	TYPE OF REPORTING PERSON* OO	

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**Item 1. Security and Issuer**

This Amendment No. 2 to the statement on Schedule 13D (this "Amendment") relates to the Class A ordinary shares, par value US\$0.0001 per share (the "Class A Ordinary Shares"), of Uxin Limited, a company organized under the laws of the Cayman Islands (the "Issuer"), whose principal executive offices are located at 1-3/F, No. 12 Beitucheng East Road, Chaoyang District, Beijing 100029, the People's Republic of China.

This Amendment supplements and amends the statement on Schedule 13D and Schedule 13D Amendment No. 1 filed on July 22, 2021 and November 16, 2021 respectively (as amended, the "Initial Statements"). Capitalized terms used in this Amendment, but not otherwise defined, have the meanings given to them in the Initial Statements.

Other than as amended by this Amendment, the disclosures in the Initial Statements are unchanged. Responses to each item of this Amendment are incorporated by reference into the responses to each other item, as applicable.

**Item 2. Identity and Background**

Item 2(a) of the Initial Statements are hereby amended by restating the following paragraph:

**(a) Name of Person Filing**

The Reporting Persons' beneficial ownership of the Class A Ordinary Shares reported as beneficially owned herein includes 145,645,208 Class A Ordinary Shares that may be acquired upon conversion of 145,645,208 Senior Convertible Preferred Shares at \$0.3433 per share held of record by Astral at the First Closing (as defined below) and 21,846,781 Class A Ordinary Shares that may be acquired upon conversion of 21,846,781 Senior Convertible Preferred Shares at \$0.3433 per share held of record by Astral at the Second Closing (as defined below). The Senior Convertible Preferred Shares were acquired by Astral pursuant to a Share Subscription Agreement with the Issuer and another investor affiliated with the Nio Capital investment management group ("Nio Capital", collectively with Astral, the "Investors" and each an "Investor"), dated June 14, 2021 ("Subscription Agreement"). The first closing ("First Closing") and second closing ("Second Closing") of the transactions contemplated under the Subscription Agreement occurred on July 12, 2021 and November 15, 2021. The Class A Ordinary Shares reported as beneficially owned herein also include up to 240,314,593 Class A Ordinary Shares that may be acquired upon conversion of up to 240,314,593 Senior Convertible Preferred Shares that may be acquired upon exercise of Warrant that was acquired by Astral at the First Closing to purchase the shares at \$0.3433 per share, as well as an additional 50,975,823 Class A Ordinary Shares that may be acquired upon conversion of 50,975,823 Senior Convertible Preferred Shares that Astral has a right to purchase at an additional Second Closing.

**Item 5. Interest in Securities of the Issuer**

Item 5 (a-b) of the Initial Statements is hereby amended and restated with the following:

(a-b) The information in the cover pages of this Schedule 13D is incorporated by reference. The calculation of percentage ownership of the outstanding Class A Ordinary Shares is made pursuant to the requirements of Rule 13d-3(d)(1)(i) under the Exchange Act, which requires the assumption that Astral, but only Astral, has converted its Senior Convertible Preferred Shares (including those that may be acquired at an additional Second Closing) and exercised its Warrant and assumes that there is currently a total of 1,151,333,621 Class A Ordinary Shares outstanding (including 5,895,072 Class A Ordinary Shares issued to the Issuer's depository bank for bulk issuance of ADSs reserved for future issuances upon the exercise or vesting of awards granted under the Issuer's share incentive plan).

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**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: January 26, 2022

**Joy Capital Opportunity, L.P.**

By: Joy Capital Opportunity GP, L.P.  
Its: general partner

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

**Joy Capital Opportunity GP, L.P.**

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

**Joy Capital II, L.P.**

By: Joy Capital II GP, L.P.  
Its: general partner

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

**Joy Capital II GP, L.P.**

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

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**Joy Capital III, L.P.**

By: Joy Capital III GP, L.P.  
Its: general partner

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

**Joy Capital III GP, L.P.**

By: Joy Capital GP, Ltd.  
Its: general partner

By: /s/ Erhai Liu  
Erhai Liu, Director

**Joy Capital GP, Ltd.**

By: /s/ Erhai Liu  
Erhai Liu, Director

**Astral Success Limited**

By: /s/ Erhai Liu  
Erhai Liu, Director

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**

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