



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
100 F Street, NE  
WASHINGTON, D.C. 20549

October 27, 2022

Via email

Yi Gao

Simpson Thacher & Bartlett

ICBC Tower, 35<sup>th</sup> Floor

3 Garden Road

Hong Kong

**Re: Qudian Inc. (the “Company”)**  
**File No.: 001-38230**

Dear Yi Gao,

We received your letter dated September 29, 2022 responding to comments from the staff of the Division of Corporation Finance on behalf of the Company, in which you request, that the staff permit the Company to file the audited financial statements of Secoo Holding Limited (“SECO”) for the full years of 2020 and 2021 (the “Full Year Financial Statements”) in lieu of financial statements for the period from June 17, 2020 to December 31, 2020 and the period from January 1, 2021 to December 28, 2021 (collectively, the “Partial Year Financial Statements”) required by Rule 3-09 of Regulation S-X in the Company’s Form 20-F for the year ended December 31, 2021 (the “2021 Form 20-F”).

Based on the information you provided in your letter and pursuant to our authority in Rule 3-13 of Regulation S-X, we permit the Company to substitute SECO’s 2020 and 2021 Full Year Financial Statements for the Partial Year Financial Statements required by Rule 3-09 of Regulation S-X in the Company’s 2021 Form 20-F and in any future filings that these specific Partial Year Financial Statements are required. If you have any questions regarding this letter, please call me at (202) 551-3400.

Sincerely,

/s/ Lindsay McCord

Lindsay McCord  
Chief Accountant

For the Commission, by the Division of Corporation Finance, pursuant to delegated authority.