

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL	
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SEC USE ONLY	
DOCUMENT SEQUENCE NO.	

CUSIP NUMBER
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1 (a) NAME OF ISSUER (Please type or print) <b>LIZHI INC.</b>		(b) IRS IDENT. NO. <b>N/A</b>	(c) S.E.C. FILE NO. <b>001-39177</b> ZIP CODE	WORK LOCATION
1 (d) ADDRESS OF ISSUER <b>Yangcheng Creative Industry Zone, No. 309 Middle Huangpu Avenue, Tianhe District, Guangzhou 510655, CHINA</b>		CITY <b>(b)</b>		STATE
				(e) TELEPHONE NO.
				AREA CODE <b>+86</b>
				NUMBER <b>(20) 3866-4265</b>
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD <b>Morningside China TMT Fund II, L.P.</b>		RELATIONSHIP TO ISSUER <b>13.6% stockholder</b>	(c) ADDRESS STREET <b>Windward 3, Regatta Office Park, Grand Cayman KY1-1108, Cayman Islands</b>	
			CITY	STATE
				ZIP CODE

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					
ADSS(each represents 20 Class A Ordinary Shares)	TIGER BROKERS (SINGAPORE) PTE. LTD. 1 Raffles Place, #35-61 One Raffles Place Tower 2, Singapore 048616		31,646,760 Class A Ordinary Shares equal to 1,582,338 shares of ADSS	1,186,120.5648 USD Based on December 2, 2022 close \$ 0.7496	1,013,525,745 Class A Ordinary Shares equal to 50,676,287.25 shares of ADSS	From December 6, 2022 to December 30, 2022	NASDAQ

**INSTRUCTIONS:**

1. (a) Name of issuer
- (b) Issuer's I.R.S. Identification Number
- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
- (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
ADsS(each represents 20 Class A Ordinary Shares)	July 27, 2021	Through a private placement from the issuer of the securities	LIZHI INC.	81,015,700 Class A Ordinary Shares	N/A	Good funds

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Morningside China TMT Fund II, L.P.  Windward 3, Regatta Office Park, Grand Cayman KY1-1108, Cayman Islands	ADsS	Page 3	Page 3	Page 3

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:** The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

December 6, 2022

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,  
IF RELYING ON RULE 10b5-1

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS		
Date of Sale	Amount of Securities Sold	Gross Proceeds
09/06/2022	19217	\$15,241.14
09/07/2022	10819	\$8,701.67
09/08/2022	11215	\$9,225.59
09/09/2022	20312	\$16,536.43
09/12/2022	28227	\$24,009.69
09/13/2022	12333	\$10,129.76
09/14/2022	9515	\$7,557.08
09/15/2022	5745	\$4,606.73
09/16/2022	5785	\$4,607.60
09/19/2022	13931	\$10,589.02
09/20/2022	10035	\$7,475.65
09/21/2022	19103	\$13,830.71
09/22/2022	10443	\$7,113.56
09/23/2022	28254	\$17,367.69
09/26/2022	20743	\$13,560.33
09/27/2022	3914	\$2,575.97
09/28/2022	9888	\$6,164.71
09/29/2022	37230	\$21,129.68
09/30/2022	36433	\$19,347.47
10/03/2022	20620	\$10,506.56
10/04/2022	18982	\$10,753.48
10/05/2022	7998	\$4,607.08
10/06/2022	10735	\$6,230.55
10/07/2022	13441	\$7,052.44
10/10/2022	8771	\$4,288.92
10/11/2022	16316	\$7,659.81
10/12/2022	43363	\$18,870.17
10/13/2022	22325	\$10,411.00
10/14/2022	22325	\$9,480.39
10/14/2022	40067	\$16,273.54
10/17/2022	7184	\$3,075.17
10/18/2022	17723	\$7,347.83
10/19/2022	10706	\$4,499.71
10/20/2022	9423	\$3,912.73
10/21/2022	4500	\$1,833.85
10/24/2022	61535	\$20,879.17
10/25/2022	9534	\$3,266.73
10/26/2022	29249	\$10,565.06
10/27/2022	6622	\$2,332.26
10/28/2022	25951	\$8,960.58
10/31/2022	10036	\$3,738.08
11/01/2022	11233	\$4,165.45
11/02/2022	12185	\$4,476.27
11/03/2022	16921	\$6,092.92
11/04/2022	40554	\$15,226.43
11/07/2022	13254	\$5,252.47
11/08/2022	24482	\$9,868.08
11/09/2022	19444	\$7,173.28
11/10/2022	13232	\$5,139.21
	Total: 881,853	Total: \$453,709.70