

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

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I-MAB

(Name of Issuer)

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Ordinary Shares

(Title of Class of Securities)

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44975P103\*\*

(CUSIP Number)

Richard A. Hornung  
Hillhouse Capital Advisors, Ltd.  
20 Genesis Close  
George Town, Grand Cayman  
KY-1103 Cayman Islands  
+ 345-749-8643

With a copy to:

Eleazer N. Klein, Esq.  
Adriana F. Schwartz, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
(212) 756-2000

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

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June 18, 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 5 Pages)

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\* 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 disclosures provided in a prior cover page.

\*\* There is no CUSIP number assigned to the Ordinary Shares. CUSIP number 44975P103 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on the Nasdaq Global Market under the symbol "IMAB." Each 10 ADSs represents 23 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>	NAME OF REPORTING PERSON Hillhouse Capital Advisors, Ltd.	
<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 AF (See Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING 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 -0-
	<b>8</b>	SHARED VOTING POWER 19,050,560 Ordinary Shares*
	<b>9</b>	SOLE DISPOSITIVE POWER -0-
	<b>10</b>	SHARED DISPOSITIVE POWER 19,050,560 Ordinary Shares*
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 19,050,560 Ordinary Shares*	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.3%	
<b>14</b>	TYPE OF REPORTING PERSON IA	

\* Consists of (i) 6,616,170 ADSs representing 15,217,191 ordinary shares and 3,833,369 ordinary shares held by funds managed by HCA (as defined below) and (ii) 5 ordinary shares held by a fund managed by HCM (as defined below). HCA and HCM are under common control and share certain policies, personnel and resources.

<b>1</b>	NAME OF REPORTING PERSON Hillhouse Capital Management, Ltd.	
<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 AF (See Item 3)	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING 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 -0-
	<b>8</b>	SHARED VOTING POWER 19,050,560 Ordinary Shares*
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\* Consists of (i) 6,616,170 ADSs representing 15,217,191 ordinary shares and 3,833,369 ordinary shares held by funds managed by HCA and (ii) 5 ordinary shares held by a fund managed by HCM. HCA and HCM are under common control and share certain policies, personnel and resources.

This Amendment No. 3 ("Amendment No. 3") amends the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on September 14, 2020, as amended by Amendment No. 1 filed on December 21, 2021, Amendment No. 2 filed on March 25, 2021 and as amended hereby (the "Schedule 13D"), with respect to the ordinary shares, par value \$0.0001 per share (the "Ordinary Shares") of I-MAB, an exempted Cayman Islands company (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D. This Amendment No. 3 amends Items 3, 5(a)-(c) and 6 as set forth below.

**Item 3. Source and Amounts of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and restated as follows:

YHG and Gaoling used internally generated funds to purchase the securities of the Issuer held by them that are reported in this Schedule 13D. YHG and Gaoling used a total of approximately \$300,000,930 in the aggregate to acquire the Ordinary Shares (including the Ordinary Shares represented by ADSs) held by them, including those acquired through the exercise of Call Options and Warrants. HH IMB used internally generated funds to purchase securities of the Issuer held by it that are reported in this Schedule 13D. HH IMB used a total of approximately \$29 in the aggregate to acquire the 5 remaining Ordinary Shares held by it.

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

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated as follows:

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of Ordinary Shares and percentages of the Ordinary Shares beneficially owned by each Reporting Person. The percentage used in this Schedule 13D is calculated based upon 166,532,087 Ordinary Shares outstanding as of March 31, 2021 as reported in the Issuer's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on April 30, 2021 and after giving effect to the exercise of the Warrants described in Item 6.
- (b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of Ordinary Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
- (c) Other than as disclosed in Item 6, no Reporting Person has effected any transaction in the Ordinary Shares within the past sixty days.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

On June 18, 2021, Gaoling and YHG exercised Warrants to purchase an aggregate of 2,555,576 Ordinary Shares and Call Options to purchase an aggregate of 1,277,788 Ordinary Shares. Following such exercises, Gaoling and YHG no longer hold any Warrants or Call Options.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Schedule 13D is true, complete and correct.

Date: June 24, 2021

**HILLHOUSE CAPITAL ADVISORS, LTD.**

/s/ Richard A. Hornung

Name: Richard A. Hornung

Title: General Counsel and Chief Compliance Officer

**HILLHOUSE CAPITAL MANAGEMENT, LTD.**

/s/ Richard A. Hornung

Name: Richard A. Hornung

Title: General Counsel and Chief Compliance Officer