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

SCHEDULE 13D

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

Lilium N.V.

(Name of Issuer)

Class A Ordinary Shares, nominal value €0.12 per share

(Title of Class of Securities)

N52586109

(CUSIP Number)

**Tencent Holdings Limited
29/F, Three Pacific Place,
No. 1 Queen's Road East, Wanchai, Hong Kong
Telephone: +852 3148 5100**

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

May 15, 2023

(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 .

* 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.

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).

1	NAMES OF REPORTING PERSONS Tencent 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	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 93,504,306 ^{1,2}
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 93,504,306 ^{1,2}
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 93,504,306 ²	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.5% of Class A Ordinary Shares ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1 Tencent Mobility (Luxembourg) S.à r.l. (“**Tencent Mobility (Luxembourg)**”) is a direct wholly-owned subsidiary of Tencent Mobility Limited (“**Tencent Mobility**”), a company limited by shares incorporated in Hong Kong. Tencent Mobility is a direct wholly-owned subsidiary of Tencent Holdings Limited (“**Tencent**”).

2 Calculation is based on (i) 375,352,865 Class A Ordinary Shares outstanding on May 1, 2023, as disclosed in the Report on Form 6-K filed by Liliun N.V. (the “**Issuer**”) on May 2, 2023, and (ii) 5,769,230 Class A Ordinary Shares issuable to Tencent Mobility (Luxembourg) upon the exercise of the warrant issued to Tencent Mobility (Luxembourg) in connection with the closing of the Second PIPE Financing.

1	NAMES OF REPORTING PERSONS Tencent Mobility 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	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Hong Kong	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 93,504,306 ^{1,2}
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 93,504,306 ^{1,2}
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 93,504,306 ²	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.5% of Class A Ordinary Shares ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1 Tencent Mobility (Luxembourg) is a direct wholly-owned subsidiary of Tencent Mobility, a company limited by shares incorporated in Hong Kong. Tencent Mobility is a direct wholly-owned subsidiary of Tencent.

2 Calculation is based on (i) 375,352,865 Class A Ordinary Shares outstanding on May 1, 2023, as disclosed in the Report on Form 6-K filed by the Issuer on May 2, 2023, and (ii) 5,769,230 Class A Ordinary Shares issuable to Tencent Mobility (Luxembourg) upon the exercise of the warrant issued to Tencent Mobility (Luxembourg) in connection with the closing of the Second PIPE Financing.

1	NAMES OF REPORTING PERSONS Tencent Mobility (Luxembourg) S.à r.l.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Luxembourg	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 93,504,306 ^{1,2}
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 93,504,306 ^{1,2}
	10	SHARED DISPOSITIVE POWER None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 93,504,306 ²	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 24.5% of Class A Ordinary Shares ²	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1 Tencent Mobility (Luxembourg) is a direct wholly-owned subsidiary of Tencent Mobility, a company limited by shares incorporated in Hong Kong. Tencent Mobility is a direct wholly-owned subsidiary of Tencent.

2 Calculation is based on (i) 375,352,865 Class A Ordinary Shares outstanding on May 1, 2023, as disclosed in the Report on Form 6-K filed by the Issuer on May 2, 2023, and (ii) 5,769,230 Class A Ordinary Shares issuable to Tencent Mobility (Luxembourg) upon the exercise of the warrant issued to Tencent Mobility (Luxembourg) in connection with the closing of the Second PIPE Financing.

Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D amends and supplements the Schedule 13D filed with the Securities Exchange Commission (the “SEC”) on September 24, 2021, as amended by the Amendment No. 1 to Schedule 13D filed with the SEC on November 23, 2022 and further amended by the Amendment No. 2 to Schedule 13 filed with the SEC on May 2, 2023 (the “Original Schedule 13D,” and as amended hereby, this “Schedule 13D”) and relates to the Class A Ordinary Shares, nominal value €0.12 per share (the “Class A Shares”), of Liliun N.V., a Dutch public limited liability company (naamloze vennootschap) (the “Issuer”). The address of the principal executive offices of the Issuer is Claude-Dornier Straße 1, Bldg. 335, 82234 Wessling, Germany.

Except as otherwise described herein, the information contained in the Original Schedule 13D remains in effect. Capitalized terms used but not defined in this Schedule 13D shall have the respective meanings set forth with respect thereto in the Original Schedule 13D.

Item 2. Identity and Background

None.

Item 3. Source and Amount of Funds or Other Considerations

The fourth, fifth, sixth, seventh and eighth paragraphs of Item 3 are hereby amended and restated in their entirety as follows:

On May 1, 2023, in connection with a capital raise for up to \$250,000,000 by the Issuer (the “Capital Raise”), Aceville Pte. Limited, an indirect wholly owned subsidiary of Tencent (“Aceville”), entered into a securities purchase agreement with the Issuer (as amended, the “2023 Securities Purchase Agreement”), pursuant to which Aceville agreed to purchase, and the Issuer agreed to issue and sell, 184,210,526 warrants to acquire Class A Shares (subject to adjustment in accordance with the terms thereof) (such warrants, in substantially the form of Exhibit 10 hereto, the “2023 Warrants,” and such underlying Class A Shares, the “2023 Warrant Shares”), with each such whole 2023 Warrant initially entitling the holder thereof to purchase one Class A Share at a price per 2023 Warrant Share equal to \$1.00. (A) 130,000,000 of the 2023 Warrants are exercisable on any business day upon issuance prior to the 10 year anniversary of the date on which the 2023 Warrants were issued (the “Expiration Date”); and (B) 54,210,526 of the 2023 Warrants (the “Delayed Exercise Warrants”) will be exercisable on any business day from the date on which the Issuer shall have instructed Continental Stock Transfer & Trust Company, a New York corporation, as warrant agent, that the shareholders of the Issuer have authorized the issuance of the 2023 Warrant Shares to be issued in respect of the Delayed Exercise Warrants and prior to the Expiration Date. The Expiration Date of the 2023 Warrants held by Aceville (and certain related parties) will, unless otherwise agreed by the Issuer and Aceville, automatically be extended by 5 years if the 2023 Warrants are not exercised prior to the 10 year anniversary.

At the closing of the transactions contemplated by the 2023 Securities Purchase Agreement on May 15, 2023, (A) Aceville pre-funded \$100,000,000 of the total exercise price of the 2023 Warrants to the Issuer, following which the 2023 Warrants became exercisable at a price per 2023 Warrant Share equal to \$0.4571; (B) Aceville is obligated to pre-fund an additional \$75,000,000 towards the total exercise price of the 2023 Warrants to the Issuer, contingent upon the Issuer securing \$75,000,000 in additional funding from third parties, following which the 2023 Warrants would be exercisable at a price per 2023 Warrant Share equal to \$0.05; and (C) the Issuer issued to Aceville the 2023 Warrants. The 2023 Warrants will not be exercisable to the extent their exercise would result in Aceville (together with its affiliates or other similarly related persons) beneficially owning in excess of 19.8% of the outstanding voting power of the shares in the Issuer’s capital immediately after giving effect to the issuance of the 2023 Warrant Shares issuable upon exercise of the 2023 Warrants, unless certain governmental approvals are obtained or not required. In addition, the 2023 Warrants held by any holder will not be exercisable to the extent their exercise would result in such holder (together with its affiliates or similarly related parties) beneficially owning in excess of 19.99% of either the number of or the voting power of the ordinary shares of the Issuer immediately after giving effect to the issuance of the 2023 Warrant Shares issuable upon exercise of the 2023 Warrants or if certain government approvals would be required, in each case, unless certain approvals are obtained or not required (the beneficial ownership limitations described in the foregoing sentence and this sentence are referred to herein collectively as the “Beneficial Ownership Limitations”).

The 2022 Warrant includes a provision to reduce the exercise price of the 2022 Warrant upon the Issuer’s sale of Class A Shares or securities linked to Class A Shares at an effective price below the exercise price of the 2022 Warrant. As a result, upon the issuance of the 2023 Warrants, the exercise price of the 2022 Warrant will be reduced to \$1.00 per 2022 Warrant Share.

Following the execution of the 2023 Securities Purchase Agreement and consummation of the aforementioned transactions (including issuance of the 2023 Warrants), the Reporting Persons will beneficially own 93,504,306 Class A Shares, including the 2022 Warrant Shares and excluding the 2023 Warrant Shares.

The foregoing descriptions of the Business Combination Agreement, the March 2021 Subscription Agreement, the 2022 Securities Purchase Agreement, the 2022 Warrant, the 2023 Securities Purchase Agreement and the 2023 Warrants do not purport to be complete descriptions of the terms thereof and are qualified in their entirety by reference to the full text of the Business Combination Agreement, the March 2021 Subscription Agreement, the 2022 Securities Purchase Agreement, the 2022 Warrant, the 2023 Securities Purchase Agreement and the 2023 Warrants, respectively. A copy of the March 2021 Subscription Agreement is filed as Exhibit 4 to this Schedule 13D and is incorporated by reference in this Item 3. Copies of the Business Combination Agreement and Amendment No. 1 to the Business Combination Agreement are filed as Exhibit 1 and Exhibit 2, respectively, to this Schedule 13D and are incorporated by reference in this Item 3. Copies of the 2022 Securities Purchase Agreement and the form of the 2022 Warrant are filed as Exhibits 6 and 7 hereto, respectively, and are incorporated by reference in this Item 3. Copies of the 2023 Securities Purchase Agreement and the form of the 2023 Warrants are filed as Exhibits 9 and 10 hereto, respectively, and are incorporated by reference in this Item 3.

Item 4. Purpose of Transaction.

None.

Item 5. Interest in Securities of the Issuer

None.

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

The tenth paragraph of Item 6 is hereby amended and restated in its entirety as follows:

The information regarding the Capital Raise set forth in Item 3 above is incorporated into this Item 6 by reference, and the foregoing descriptions of the registration rights granted to Aceville pursuant to the 2023 Securities Purchase Agreement and the obligations of Tencent Mobility (Luxembourg) pursuant to the 2023 Shareholder Support Agreement are intended as summaries only and are qualified in their entirety by reference to the 2023 Securities Purchase Agreement that is filed as Exhibit 9 and the 2023 Shareholder Support Agreement that is filed as Exhibit 11 to this Schedule 13D and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits

Item 7 is hereby amended and restated in its entirety as follows:

Exhibit Number	Description
1	Business Combination Agreement, dated as of March 30, 2021, by and among Qell Acquisition Corp., Liliium GmbH, Liliium B.V. and Queen Cayman Merger LLC (incorporated by reference to Exhibit 4.1 of the Report on Form 20-F filed by Liliium N.V. on September 20, 2021).
2	Amendment No. 1, dated as of July 14, 2021, to Business Combination Agreement, by and among Qell Acquisition Corp., Liliium GmbH, Liliium B.V. and Queen Cayman Merger LLC (incorporated by reference to Exhibit 4.2 of the Report on Form 20-F filed by Liliium N.V. on September 20, 2021).
3	Registration Rights Agreement (incorporated by reference to Exhibit 4.5 of the Report on Form 20-F filed by Liliium N.V. on September 20, 2021).
4	Form of March 2021 Subscription Agreement (incorporated by reference to Exhibit 4.6 of the Report on Form 20-F filed by Liliium N.V. on September 20, 2021).
5	Agreement regarding joint filing of Schedule 13D (incorporated by reference to Exhibit 5 of the Original Schedule 13D).
6	Amended and Restated Securities Purchase Agreement, dated as of November 17, 2022, by and among Liliium N.V. and the investors party thereto, including Tencent Mobility (Luxembourg) S.à r.l. (incorporated by reference to Exhibit 10.2 of the Report on Form 6-K filed by Liliium N.V. on November 22, 2022)
7	Form of Warrant to Purchase Ordinary Shares A (incorporated by reference to Exhibit 4.1 of the Report on Form 6-K filed by Liliium N.V. on November 22, 2022).
8	Shareholder Support Letter Agreement, dated as of November 17, 2022, by and among Liliium N.V. and the shareholders party thereto, including Tencent Mobility (Luxembourg) S.à r.l (incorporated by reference to Exhibit 4.3 of the Report on Form 6-K filed by Liliium N.V. on November 22, 2022).
9	Securities Purchase Agreement, dated as of May 1, 2023, by and between Liliium N.V. and Aceville Pte. Limited (incorporated by reference to Exhibit 10.1 of the Report on Form 6-K filed by Liliium N.V. on May 2, 2023).
10	Form of Warrant to Purchase Ordinary Shares A (incorporated by reference to Exhibit 4.1 of the Report on Form 6-K filed by Liliium N.V. on May 15, 2023).
11	Shareholder Support Letter Agreement, dated as of May 1, 2023, by and among Liliium N.V. and the shareholders party thereto, including Tencent Mobility (Luxembourg) S.à r.l (incorporated by reference to Exhibit 4.1 of the Report on Form 6-K filed by Liliium N.V. on May 2, 2023).

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2023

TENCENT HOLDINGS LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

TENCENT MOBILITY LIMITED

By: /s/ Ma Huateng

Name: Ma Huateng

Title: Director

TENCENT MOBILITY (LUXEMBOURG) S.A.R.L.

By: /s/ Pan Kun

Name: Pan Kun

Title: Class A Manager
