
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of June 2020

Commission File Number: 000-30666

NETEASE, INC.

**NetEase Building, No. 599 Wangshang Road
Binjiang District, Hangzhou, 310052
People's Republic of China
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

We made an announcement dated June 22, 2020, with The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) in relation to the completion of the issuance of shares pursuant to the full exercise of the over-allotment option and discontinuance of stabilizing actions by the Stabilizing Manager in connection with our global offering and listing of ordinary shares on the Hong Kong Stock Exchange. For details, please refer to exhibit 99.1 to this current report on Form 6-K.

Exhibits

Exhibit 99.1 — Announcement — Completion of the Issuance of Shares pursuant to the Full Exercise of the Over-allotment Option and Discontinuance of Stabilizing Actions by the Stabilizing Manager

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETEASE, INC.

By: /s/ Charles Zhaoxuan Yang
Name: Charles Zhaoxuan Yang
Title: Chief Financial Officer

Date: June 22, 2020

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This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933 as amended from time to time (the “**U.S. Securities Act**”). Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We have filed a shelf registration statement on Form F-3ASR and a final prospectus supplement with the United States Securities and Exchange Commission in connection with the Global Offering.

Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Hong Kong prospectus dated June 2, 2020 (the “**Prospectus**”) issued by NetEase, Inc.



NetEase, Inc.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9999)

**COMPLETION OF THE ISSUANCE OF SHARES PURSUANT TO
THE FULL EXERCISE OF THE OVER-ALLOTMENT OPTION AND DISCONTINUANCE OF
STABILIZING ACTIONS
BY THE STABILIZING MANAGER**

References are made to (i) the Prospectus; (ii) the allotment results announcement of the Company dated June 10, 2020; and (iii) the Company’s announcement in relation to the full exercise of the Over-allotment Option dated June 16, 2020.

We hereby announce that the issuance of 25,722,000 Shares pursuant to the full exercise of the Over-allotment Option by the Joint Global Coordinators has been completed on June 22, 2020. As disclosed on page 289 of the Prospectus, stabilizing action in connection with the Global Offering by the Stabilizing Manager may be discontinued at any time. As at the date of this announcement, all stabilizing actions had discontinued. No further stabilizing actions will be undertaken by the Stabilizing Manager before the end of the stabilization period.

We will make a further announcement after the end of the stabilization period in connection with the Global Offering pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By order of the Board
NetEase, Inc.
William Lei Ding
Director

Hong Kong, June 22, 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. William Lei Ding as the director, and Ms. Alice Cheng, Mr. Denny Lee, Mr. Joseph Tong, Mr. Lun Feng, Mr. Michael Leung and Mr. Michael Tong as the independent directors.