

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

I-MAB

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

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.
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Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022
(212) 756-2000

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

March 23, 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)

* 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).

1	NAME OF REPORTING PERSON Hillhouse Capital Advisors, Ltd.	
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 AF (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 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 -0-
	8	SHARED VOTING POWER 19,050,560 Ordinary Shares*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 19,050,560 Ordinary Shares*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 19,050,560 Ordinary Shares*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.3%	
14	TYPE OF REPORTING PERSON IA	

* Consists of (i) (a) 15,217,191 ordinary shares held by funds managed by HCA (as defined below), (b) 2,555,576 ordinary shares issuable upon exercise of Warrants (as defined below) held by funds managed by HCA, and (c) 1,277,788 ordinary shares underlying the Call Options (as defined below and following the exercise of 1,277,788 Call Options on February 2, 2021) held by funds managed by HCA 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.

1	NAME OF REPORTING PERSON Hillhouse Capital Management, Ltd.	
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 AF (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 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 -0-
	8	SHARED VOTING POWER 19,050,560 Ordinary Shares*
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 19,050,560 Ordinary Shares*
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 19,050,560 Ordinary Shares*	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.3%	
14	TYPE OF REPORTING PERSON IA	

* Consists of (i) (a) 15,217,191 ordinary shares held by funds managed by HCA, (b) 2,555,576 ordinary shares issuable upon exercise of Warrants held by funds managed by HCA, and (c) 1,277,788 ordinary shares underlying the Call Options (following the exercise of 1,277,788 Call Options on February 2, 2021) 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. 2 ("Amendment No. 2") 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 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. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 3 and 5(a)-(c) 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 \$225,000,330 in the aggregate to acquire the Ordinary Shares held by them, including those acquired through the exercise of Call Options. No additional consideration has been paid for the remaining Warrants and the Call Options. The Warrants and Call Options are exercisable as described in Item 6 of the Schedule 13D. 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 165,477,620 Ordinary Shares outstanding immediately following the completion of the Offering described in the Issuer's Prospectus pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 19, 2021, and assumes the exercise of the Call Options and Warrants issued to each of Gaoling and YHG at the initial closing and the subsequent closing of the Placing.
- (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) On March 23, 2021, HH IMB sold 1,496,540 ADSs representing 3,442,042 Ordinary Shares at a price of \$50.20 per ADS. Except as set forth in this Amendment No. 2, no Reporting Person has effected any transaction in the Ordinary Shares within the past sixty days.

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: March 25, 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