
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 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of April 2024

Commission File Number: 001-39436

KE Holdings Inc.
(Registrant's Name)

Oriental Electronic Technology Building,
No. 2 Chuangye Road, Haidian District,
Beijing 100086
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 Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXHIBIT INDEX

Exhibit No.

Description

[99.1](#)

[Monthly Return for Equity Issuer on Movements in Securities](#)

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.

KE Holdings Inc.

By : /s/ XU Tao
Name : XU Tao
Title : Chief Financial Officer

Date: April 10, 2024


Monthly Return for Equity Issuer and Hong Kong Depository Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities
For the month ended: 31 March 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: KE Holdings Inc.

Date Submitted: 08 April 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	02423	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	24,114,698,720	USD	0.00002	USD	482,293.97	
Increase / decrease (-)				USD		
Balance at close of the month	24,114,698,720	USD	0.00002	USD	482,293.97	

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	02423	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	885,301,280	USD	0.00002	USD	17,706.03	
Increase / decrease (-)				USD		
Balance at close of the month	885,301,280	USD	0.00002	USD	17,706.03	

Total authorised/registered share capital at the end of the month: USD 500,000

II. Movements in Issued Shares

1. Class of shares	WVR ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	02423	Description				
Balance at close of preceding month		3,548,872,389				
Increase / decrease (-)		28,411,673				
Balance at close of the month		3,577,284,062				

2. Class of shares	WVR ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	02423	Description				
Balance at close of preceding month		150,376,248				
Increase / decrease (-)		-881,284				
Balance at close of the month		149,494,964				

Remarks:

Opening and closing balances of Class A ordinary shares shown above are including 86,158,149 and 130,648,482 Class A ordinary shares which are registered in the name of our depository bank for future issuance of ADSs upon the exercise or vesting of awards granted under the Share Incentive Plans respectively.

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		WVR ordinary shares		Type of shares	A		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		02423							
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month		
		Lapsed	Others						
1). 2018 Share Option Plan (adopted in August 2018 as amended from time to time)	32,373,993		-33,267	27,345,291		27,345,291	0		
			-4,995,435						
General Meeting approval date (if applicable) _____									
2). 2020 Share Incentive Plan (adopted in July 2020 and amended in April 2022, as amended from time to time)	0			0		0	202,621,994		
General Meeting approval date (if applicable) _____									

Total A (WVR ordinary shares A): _____

Total funds raised during the month from exercise of options: USD 99.91

Remarks:

1) Others: -4,995,435 refers to 4,995,435 options being exercised. The exercise of 4,995,435 options was settled using the Class A ordinary shares registered in the name of our depository bank for future issuance of ADSs upon the exercise or vesting of awards granted under the Share Incentive Plans.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	WVR ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		02423				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	2020 Share Incentive Plan - Restricted Share Units (adopted in July 2020 and amended in April 2022, as amended from time to time)			0	64,585,122	
2).	2020 Share Incentive Plan - Restricted Shares (adopted in July 2020 and amended in April 2022, as amended from time to time)			0	0	

Total D (WVR ordinary shares A): 0

Remarks:

As of March 31, 2024, 64,585,122 shares of the issuer may be issued pursuant to the restricted share units granted under 2020 Share Incentive Plan.

15,174 restricted share units were granted under 2020 Share Incentive Plan during the month. 14,232 restricted share units granted under 2020 Share Incentive Plan have vested during the month. 221,091 restricted share units granted under 2020 Share Incentive Plan were lapsed during the month.

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	WVR ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		02423				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1).	Repurchase of shares			15 June 2023		-25,029,735
2).	Repurchase of shares		13 March 2024	15 June 2023	-21,969,609	
3).	Other (Please specify)		04 March 2024		49,500,000	
	Issuance of Class A ordinary shares which are registered in the name of our bank					

4).	Other (Please specify) Cancellation of two Class A ordinary shares due to the surrender of shares			13 March 2024			-2	
5).	Other (Please specify) Conversion of Class B ordinary shares to Class A ordinary shares			13 March 2024			881,284	

2. Class of shares issuable (Note 5 and 6)	WVR ordinary shares	Type of shares	B	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		02423				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1).	Other (Please specify) Conversion of Class B ordinary shares to Class A ordinary shares			13 March 2024		-881,284

Total E (WVR ordinary shares A): 28,411,673

Total E (WVR ordinary shares B): -881,284

Remarks:

Class A: 1) Repurchases of a total of 25,029,735 Class A ordinary shares represented by ADSs were made on March 6, 18 to 22 and 25 to 28, 2024 on New York Stock Exchange, but such shares are not yet cancelled as at March 31, 2024.

Class A: 2) A total of 21,969,609 Class A ordinary shares represented by ADSs (previously repurchased on New York Stock Exchange on January 2 to 5, 8 to 12, 16 to 19, 22 to 26 and 29 to 31, 2024) were cancelled on March 13, 2024.

Class A: 3) 49,500,000 Class A ordinary shares which are registered in the name of our depository bank were issued on March 4, 2023 for future issuance of American depository shares upon the exercise or vesting of awards granted under the Share Incentive Plans respectively.

Class A: 4) Cancellation of 2 Class A ordinary shares due to the surrender of shares by a shareholder of the issuer for no consideration pursuant to the Share Surrender Deeds entered into between the shareholder and the issuer on March 13, 2024.

Class A: 5) & Class B: 1) Subsequent to the cancellation of the repurchased 21,969,609 Class A ordinary shares and the 2 Class A ordinary shares surrendered by a shareholder on March 13, 2024, 881,284 Class B ordinary shares were converted to Class A ordinary shares on a one-to-one ratio pursuant to Rule 8A.21 of the Listing Rules

Total increase / decrease (-) in WVR ordinary shares A during the month (i.e. Total of A to E) 28,411,673

Total increase / decrease (-) in WVR ordinary shares B during the month (i.e. Total of A to E)	<u>-881,284</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Siting Li
 Title: Joint Company Secretary
 (Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
- . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
- . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"