
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE TO

(Rule 14d-100)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)**

Hello Group Inc.

(Name of Subject Company (Issuer))

Hello Group Inc.

(Name of Filing Person (Issuer))

1.25% Convertible Senior Notes due 2025
(Title of Class of Securities)

60879BAB3
(CUSIP Number of Class of Securities)

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of the filing person)

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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INTRODUCTORY STATEMENT

This Amendment No. 2 to Schedule TO (this “Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO that was initially filed by Hello Group Inc. (the “Company”) on May 5, 2023 (the “Schedule TO”), as amended by the Amendment No. 1 to the Schedule TO filed on May 15, 2023, relating to the Company’s 1.25% Convertible Senior Notes due 2025 (the “2025 Notes”). This Amendment No. 2 relates to the final results of the Company’s repurchase of the 2025 Notes that have been validly surrendered for repurchase and not withdrawn pursuant to the Company’s amended and restated repurchase right notice to the holders of the 2025 Notes (the “Holders”) dated May 15, 2023 (the “Amended and Restated Repurchase Right Notice”). The information contained in the Schedule TO, including the Amended and Restated Repurchase Right Notice, as supplemented and amended by the information contained in Item 11 below, is incorporated herein by reference. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported on the Schedule TO.

This Amendment No. 2 amends and supplements the Schedule TO as set forth below and constitutes the final amendment to the Schedule TO. This Amendment No. 2 is intended to satisfy the disclosure requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934.

ITEM 11. ADDITIONAL INFORMATION.

Item 11 of the Schedule TO is hereby amended and supplemented to include the following information:

The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, June 29, 2023 (the “Expiration Date”). The Company has been advised by the Bank of New York Mellon, as trustee (the “Trustee”), that pursuant to the terms of the Amended and Restated Repurchase Right Notice, US\$322,113,000 aggregate principal amount of the 2025 Notes were validly surrendered and not withdrawn as of the Expiration Date. The Company has accepted all of the surrendered 2025 Notes for repurchase pursuant to the terms of the Repurchase Right Notice and has forwarded cash in payment of the repurchase price to the Trustee for distribution to the Holders that had exercised their Repurchase Right. The aggregate amount of the repurchase price is US\$322,113,000. Following settlement of the repurchase, US\$14,771,000 aggregate principal amount of the 2025 Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the 2025 Notes.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented to include the following information:

(a) ***Exhibits.***

- (a)(1)[†] Amended and Restated Repurchase Right Notice to Holders of 1.25% Convertible Senior Notes due 2025 issued by the Company, dated as of May 15, 2023.

(a)(5)(A)[†] Press Release issued by the Company, dated as of May 5, 2023.

(a)(5)(B)* Press Release issued by the Company, dated as of June 30, 2023.

(b) Not applicable.

(d) Indenture, dated as of July 2, 2018, between the Company and the Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.20 of our annual report on Form 20-F (File No. 001-36765) filed with the Securities and Exchange Commission on April 26, 2019).

(g) Not applicable.

(h) Not applicable.

(b) ***Filing Fee Exhibit.***

* Filing Fee Table.

* Filed herewith.

† Previously filed

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1) [†]	<u>Amended and Restated Repurchase Right Notice to Holders of 1.25% Convertible Senior Notes due 2025 issued by the Company, dated as of May 15, 2023.</u>
(a)(5)(A) [†]	<u>Press Release issued by the Company, dated as of May 5, 2023.</u>
(a)(5)(B)*	<u>Press Release issued by the Company, dated as of June 30, 2023.</u>
(d)	<u>Indenture, dated as of July 2, 2018, between the Company and the Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.20 of our annual report on Form 20-F (File No. 001-36765) filed with the Securities and Exchange Commission on April 26, 2019).</u>
(b)*	<u>Filing Fee Table</u>

* Filed herewith.
† Previously filed

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Hello Group Inc.

By: /s/ Cathy Hui Peng

Name: Cathy Hui Peng

Title: Chief Financial Officer

Dated: June 30, 2023

**Hello Group Inc. Announces the Results of the Repurchase Right Offer for its 1.25%
Convertible Senior Notes due 2025**

BEIJING, CHINA, June 30, 2023 — Hello Group Inc. (Nasdaq: MOMO) (“Hello Group” or the “Company”), a leading mobile social and entertainment platform in China, today announced the results of its previously announced repurchase right offer relating to its 1.25% Convertible Senior Notes due 2025 (CUSIP No. 60879BAB3) (the “2025 Notes”). The repurchase right offer expired at 5:00 p.m., New York City time, on Thursday, June 29, 2023. Based on information from the Bank of New York Mellon, the trustee for the 2025 Notes, US\$322,113,000 aggregate principal amount of the 2025 Notes were validly surrendered and not withdrawn prior to the expiration of the repurchase right offer. The aggregate cash purchase price of these 2025 Notes is US\$322,113,000. The Company has accepted all of the surrendered 2025 Notes for repurchase and has forwarded cash in payment of the same to the trustee for distribution to the applicable holders. Following settlement of the repurchase, US\$14,771,000 aggregate principal amount of the 2025 Notes will remain outstanding and continue to be subject to the existing terms of the Indenture and the 2025 Notes.

Materials filed with the SEC will be available electronically without charge at the SEC’s website, <http://www.sec.gov>. Documents filed with the SEC may also be obtained without charge at the Company’s website, <https://ir.hellogroup.com>.

About Hello Group Inc.

Hello Group is a leading player in China’s online social and entertainment space. Through Momo, Tantan and other properties within its product portfolio, Hello Group enables users to discover new relationships, expand their social connections and build meaningful interactions. Momo is a mobile application that connects people and facilitates social interactions based on location, interests and a variety of online recreational activities. Tantan, which was added into Hello Group’s family of applications through acquisition in May 2018, is a leading social and dating application. Tantan is designed to help its users find and establish romantic connections as well as meet interesting people. Hello Group also operates a number of other applications to serve different social and entertainment demands from its users.

For investor and media inquiries, please contact:

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Calculation of Filing Fee Tables

Schedule TO

(Form Type)

Hello Group Inc.

(Name of Issuer)

Table 1 – Transaction Valuation

	Transaction Valuation	Fee Rate	Amount of Filing Fee
Fees to Be Paid	—	—	—
Fees Previously Paid	\$336,884,000 ⁽¹⁾	0.01102% ⁽²⁾	\$37,124.62 ⁽²⁾
Total Transaction Valuation	\$336,884,000⁽¹⁾		
Total Fees Due for Filing			\$37,124.62⁽²⁾
Total Fees Previously Paid			\$37,124.62⁽²⁾
Total Fee Offsets			—
Net Fee Due			—

- (1) Calculated solely for purposes of determining the filing fee. The repurchase price of the 1.25% Convertible Senior Notes due 2025 (the “2025 Notes”), as described herein, is US\$1,000 per US\$1,000 principal amount outstanding, with accrued and unpaid interest on the 2025 Notes of nil on July 1, 2023. As of May 5, 2023, there was US\$336,884,000 aggregate principal amount of 2025 Notes outstanding, resulting in an aggregate maximum purchase price of US\$336,884,000.
- (2) The filing fee of US\$37,124.62 was previously paid in connection with the filing of the Tender Offer Statement on Schedule TO on May 5, 2023 by Hello Group Inc. (File No. 005-88567). The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and equals US\$110.20 for each US\$1,000,000 of the value of the transaction.