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

FORM 6-K

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

For the month of December 2023

Commission file number: 001-39177

LIZHI INC.

(Exact Name of Registrant as Specified in Its Charter)

**Yangcheng Creative Industry Zone,
No. 309 Middle Huangpu Avenue,
Tianhe District, Guangzhou 510655,
The 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

SIGNATURE

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.

LIZHI INC.

Date: December 14, 2023

By: /s/ Jinnan (Marco) Lai

Name: Jinnan (Marco) Lai

Title: Chief Executive Officer, Director

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release
99.2	Notice of Extraordinary General Meeting
99.3	Form of Proxy for the Extraordinary General Meeting

LIZHI INC. to Hold an Extraordinary General Meeting on January 25, 2024

GUANGZHOU, China, December 14, 2023 (GLOBE NEWSWIRE) -- LIZHI INC. (“LIZHI” or the “Company”) (NASDAQ: LIZI), an audio-based social and entertainment platform, today announced that it will hold an Extraordinary General Meeting of Shareholders (the “EGM”) at 60 Anson Road, Mapletree Anson, #09-01/02, Singapore 079914, at 2:00 pm (Singapore time) on January 25, 2024.

The purpose of the EGM is for the Company’s shareholders to consider and, if thought fit, approve the change of the Company’s legal name from “LIZHI INC.” to “Sound Group Inc.” The proposed name change will not affect shareholders’ rights, the Company’s operations, or its financial position.

The board of directors of the Company has fixed the close of business on December 22, 2023, as the record date (the “Record Date”) in order to determine the shareholders entitled to receive notice of the EGM or any adjourned or postponed meeting thereof. The notice of EGM and form of proxy for the EGM are attached as Exhibits to the Current Report on Form 6-K furnished by the Company to the Securities and Exchange Commission today and are also available on the Company’s website at <https://ir.lizhi.fm/>.

Holders of the Company’s ordinary shares whose names are on the register of members of the Company at the close of business on the Record Date are entitled to attend the EGM and any adjournment or postponement thereof in person. Holders of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying shares must act through Deutsche Bank Trust Company Americas, the depositary of the Company’s ADS program.

About LIZHI INC.

LIZHI INC. has created a comprehensive audio-based social ecosystem with a global presence. The Company aims to cater to users’ interests in audio entertainment and social networking through its product portfolios. LIZHI INC. envisions an audio ecosystem where everyone can be connected and interact through voices. LIZHI INC. has been listed on Nasdaq since January 2020.

For more information, please visit: <http://ir.lizhi.fm>.

Safe Harbor Statement

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: LIZHI’s goals and strategies; LIZHI’s future business development, results of operations and financial condition; the expected growth of the online audio market; the expectation regarding the rate at which to gain active users, especially paying users; LIZHI’s ability to monetize the user base; fluctuations in general economic and business conditions in China and overseas markets; the impact of the COVID-19 to LIZHI’s business operations and the economy in China and elsewhere generally; any adverse changes in laws, regulations, rules, policies or guidelines applicable to LIZHI; and assumptions underlying or related to any of the foregoing. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. Further information regarding these and other risks, uncertainties or factors is included in the Company’s filings with the Securities Exchange Commission. All information provided in this press release is as of the date of this press release, and the Company does not undertake any duty to update such information, except as required under applicable law.

For investor and media enquiries, please contact:

In China:

LIZHI INC.

IR Department

Tel: +86 (20) 8381-8791

E-mail: ir@lizhi.fm

Piacente Financial Communications

Jenny Cai

Tel: +86 (10) 6508-0677

E-mail: Lizhi@tpg-ir.com

In the United States:

Piacente Financial Communications

Brandi Piacente

Tel: +1-212-481-2050

E-mail: Lizhi@tpg-ir.com

LIZHI INC.
(Incorporated in the Cayman Islands with Limited liability)
(Nasdaq Ticker: LIZI)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to be held on January 25, 2024
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of LIZHI INC. (the “**Company**”) will be held at 60 Anson Road, Mapletree Anson, #09-01/02, Singapore 079914, at 2:00 pm (Singapore time) on January 25, 2024, and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolutions:

“**RESOLVED**, as a special resolution:

THAT the Company’s name be changed from “LIZHI INC.” to “Sound Group Inc.”.

RESOLVED, as an ordinary resolution:

THAT each of the directors of the Company be authorized to make filings, take any and all action that might be necessary as such director, in his or her absolute discretion, thinks fit.”

RECORD DATE AND VOTING

The Board of Directors of the Company has fixed the close of business on December 22, 2023 (New York time) as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjournment or postponed meeting thereof.

Holders of record of the Company's Class A ordinary shares or Class B ordinary shares, each with a par value of US\$0.0001 per share, at the close of business on the Record Date will be entitled to attend and vote at the EGM and any adjournment or postponed meeting thereof. If you cannot attend the EGM in person, you are urged to complete, sign, date and return the accompanying form of proxy (which is attached to and made a part of this notice) by mail to Building 3-07A, Yangcheng Creative Industry Zone, No. 309 Middle Huangpu Avenue, Tianhe District, Guangzhou 510655, Republic of China People’s Republic of China, Attention: Ms. Chengfang Lu, or by email to luchengfang@lizhi.fm as soon as possible and in any event no later than the end of January 18, 2023 (New York time).

Holders of record of the Company’s American Depositary Shares (the “**ADSs**”) as of the close of business on Record Date who wish to exercise their voting rights for the underlying ordinary shares represented by their ADSs must act through Deutsche Bank Trust Company Americas, the depositary of the Company’s ADS program.

ATTENDING THE EGM

Only holders of record of Class A ordinary shares or Class B ordinary shares as of the Record Date are entitled to attend and vote at the EGM. Please note that holders of ADSs are not entitled to attend the EGM. Any ADS holder who appears at the venue of the EGM will not be allowed to attend the EGM.

If you are a holder of record of the Company’s Class A ordinary shares or Class B ordinary shares as of the Record Date and are willing to attend the EGM, you must reserve your seat in advance via email at ir@lizhi.fm as soon as possible and in any event no later than the end of January 18, 2024. Only holders of record of ordinary shares who reserved the EGM seat in advance are entitled to attend the EGM in person.

The notice of the EGM and the form of proxy are also available for viewing on the Company's website at <https://ir.lizhi.fm/>.

BY ORDER OF THE BOARD OF DIRECTORS,
LIZHI INC.

/s/ Jinnan (Marco) Lai

Mr. Jinnan (Marco) Lai

Chairman of the Board of Directors

December 14, 2023

LIZHI INC.
(Incorporated in the Cayman Islands with Limited liability)
(Nasdaq Ticker: LIZI)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
to be held on January 25, 2024
(or any adjourned or postponed meeting thereof)

Introduction

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of LIZHI INC., an exempted company incorporated in the Cayman Islands with limited liability (the “**Company**”), of proxies from the holders of the issued and outstanding Class A ordinary shares and Class B ordinary shares, each with par value US\$0.0001 per share of the Company (the “**Ordinary Shares**”) to be exercised at the extraordinary general meeting of the Company (the “**EGM**”) to be held at 60 Anson Road, Mapletree Anson, #09-01/02, Singapore 079914, at 2:00 pm (Singapore time) on January 25, 2024, and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the “**EGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on December 22, 2023 (the “**Record Date**”) are entitled to notice of and to vote at the EGM. In respect of the matters requiring shareholders’ vote at the EGM, each holder of Class A ordinary shares is entitled on a poll to one vote for every such share held by him or her and each holder of Class B ordinary shares is entitled on a poll to ten votes for every such share held by him or her. The quorum for the EGM will be holder(s) of shares which carry a majority of all votes attaching to all shares in issue and entitled to vote at such general meeting, which shall also include each Founder (as defined in the second amended and restated memorandum and articles of association).

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office in the Cayman Islands located at the offices of Osiris International Cayman Limited, Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, PO Box 32311, Grand Cayman KY1-1209, Cayman Islands, with a copy delivered to its offices at Building 3-07A, Yangcheng Creative Industry Zone, No. 309 Middle Huangpu Avenue, Tianhe District, Guangzhou 510655, Republic of China People’s Republic of China, Attention: Chengfang Lu, or by email to luchengfang@lizhi.fm, or (ii) by attending and voting in person at the EGM.

To be valid, this Form of Proxy must be completed, signed and returned to Building 3-07A, Yangcheng Creative Industry Zone, No. 309 Middle Huangpu Avenue, Tianhe District, Guangzhou 510655, Republic of China People’s Republic of China, Attention: Chengfang Lu, or by email to luchengfang@lizhi.fm, as soon as possible and in any event no later than January 18, 2023 (New York time).

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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
to be held on January 25, 2024
(or any adjourned or postponed meeting thereof)

I/We, _____ of _____, being the registered holder of _____ Ordinary Shares¹, each with par value US\$0.0001 per share, of LIZHI INC. (the "**Company**") hereby appoint the Chairman of the EGM² or _____, as my/our proxy to attend and act on my/our behalf at the EGM of the Company to be held at 60 Anson Road, Mapletree Anson, #09-01/02, Singapore 079914, at 2:00 pm (Singapore time) on January 25, 2024, and at any adjournment(s) or postponement(s) thereof. My/our proxy is instructed to vote on a poll on the resolutions in respect of the matters specified in the Notice of the Extraordinary General Meeting as indicated below, or if no such indication is given, as my/our proxy thinks fit³:

<u>No.</u>	<u>RESOLUTIONS</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
1.	As a special resolution: THAT the Company's name be changed from "LIZHI INC." to "Sound Group Inc." As an ordinary resolution: THAT each of the directors of the Company be authorized to make filings, take any and all action that might be necessary as such director, in his or her absolute discretion, thinks fit.			

Dated _____, _____

Signature(s)⁴

¹ Please insert the number and class (i.e., Class A or Class B) of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

² If any proxy other than the Chairman of the EGM is preferred, strike out the words "the Chairman of the EGM or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.

³ IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "for". If you wish to vote against a particular resolution, tick the appropriate box marked "against". If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain".

⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.