
**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 October 2024

Commission file number: 001-42208

XCHG Limited

(Exact Name of Registrant as Specified in Its Charter)

**XCharge Europe GmbH, Heselstücken 18,
22453 Hamburg, Germany
+49 4057128593**

**No. 12 Shuang Yang Road, Da Xing District, Beijing
People's Republic of China, 100023
010-57215988**

(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](#) [Press Release](#)

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.

XCHG Limited

Date: October 11, 2024

By: /s/ Yifei Hou

Name: Yifei Hou

Title: Chief Executive Officer

XCHG Limited Announces Partial Exercise of Over-Allotment Option in Initial Public Offering

HAMBURG, Germany, October 11, 2024 – XCHG Limited (“XCharge” or the “Company”) (NASDAQ: XCH), a global leader in integrated EV charging solutions, today announced that the underwriter of the Company’s initial public offering (the “IPO”) has partially exercised its option (the “Over-Allotment Option”) to purchase an additional 128,888 American Depositary Shares (“ADSs”) of the Company at the initial public offering price of US\$6.20 per ADS. Each ADS represents 40 Class A ordinary shares of the Company. Total gross proceeds to the Company from the offering, including funds received from the prior closing and exercise of this option are approximately \$21.5 million, before deducting underwriting discounts, commissions, and other offering expenses payable by the Company.

US Tiger Securities, Inc. is acting as the sole underwriter for the offering.

A registration statement related to these offered securities has been filed with, and declared effective by, the United States Securities and Exchange Commission (the “SEC”). This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This offering is being made only by means of a prospectus forming part of the effective registration statement. A copy of the final prospectus relating to the offering may be obtained, when available, by contacting US Tiger Securities, Inc. at 437 Madison Avenue, 27th Floor, New York, NY 10022, United States, or by telephone at +1-646-921-7031, or by email at ECM@ustigersecurities.com.

About XCharge

XCharge, founded in 2015, is a global leader in integrated EV charging solutions. The Company offers comprehensive EV charging solutions which primarily include the DC fast chargers, the advanced battery-integrated DC fast chargers, as well as its accompanying services. Through the combination of XCharge’s proprietary charging technology, energy storage system technology, and accompanying services, the Company enhances EV charging efficiency and unlocks the value of energy storage and management. Committed to providing innovative and efficient EV charging solutions, XCharge is actively working towards establishing a global green future that is critical to long-term growth and development.

For more information, please visit: <https://investors.xcharge.com/>

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. 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 SEC. 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 inquiries, please contact:

XCharge
IR Department
Email: ir@xcharge.com

Piacente Financial Communications
Brandi Piacente
Tel: +1-212-481-2050
Jenny Cai
Tel: +86 (10) 6508-0677
Email: XCharge@tpg-ir.com

Source: XCHG Limited
