
**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 January 2021

Commission File Number: 000-51469

BAIDU, INC.

**Baidu Campus
No. 10 Shangdi 10th Street
Haidian District, Beijing 100085
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 of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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.

BAIDU, INC.

By : /s/ Herman Yu
Name : Herman Yu
Title : Chief Financial Officer

Date: January 22, 2021

Exhibit Index

- Exhibit 99.1 Press Release—Baidu to Hold Extraordinary General Meeting on March 1, 2021
- Exhibit 99.2 Notice of Extraordinary General Meeting of the Company and Form of Proxy for Shareholders
- Exhibit 99.3 Form of Voting Instruction Card for Holders of American Depositary Shares

Baidu to Hold Extraordinary General Meeting on March 1, 2021

BEIJING, China, January 22, 2021 — Baidu, Inc. (Nasdaq: BIDU) (“Baidu” or the “Company”), a leading Internet platform and AI company, today announced that it will hold an extraordinary general meeting of shareholders (the “EGM”) at 11:00 a.m. on March 1, 2021 (Beijing time) at the address of No. 10 Shangdi 10th Street, Haidian District, Beijing, the People’s Republic of China.

A proposal of changing the Company’s authorized share capital by one-to-eighty subdivision of shares (“Share Subdivision”) will be submitted to Baidu’s shareholders to be considered and voted upon at the EGM. Subject to the approval of the Share Subdivision at the EGM, Baidu’s board of directors (the “Board”) has approved a change in the American depository share (“ADS”) ratio proportionate to the Share Subdivision from ten (10) ADSs representing one (1) Class A ordinary share to one (1) ADS representing eight (8) Class A ordinary shares (the “ADS Ratio Change”), to take effect on March 1, 2021. For Baidu’s ADS holders, the percentage interest in the Company represented by each ADS will not be altered, and the impact on the Company’s per-ADS trading price on Nasdaq is neutral. Holders of ADSs need not take any action in regards to the ADS Ratio Change.

The Board has fixed the close of business on January 28, 2021 (Eastern Standard Time) as the record date (the “Record Date”) for determining the shareholders entitled to receive notice of, and to attend, the EGM or any adjourned or postponed meeting thereof. Holders of record of the Company’s Class A or Class B ordinary shares, par value US\$0.00005 per share, at the close of business on the Record Date are entitled to notice of, and to vote at, the EGM or any adjournment or postponement thereof. Holders of the Company’s ADSs who wish to exercise their voting rights for the underlying Class A ordinary shares must act through the depository of the Company’s ADS program, The Bank of New York Mellon (the “Depository”). The notice of the EGM, which sets forth the resolutions to be submitted to shareholder approval at the meeting, is available on the Company’s website at <http://ir.baidu.com>.

About Baidu

Baidu, Inc. is a leading search engine, knowledge-and-information centered Internet platform and AI company. The Company’s mission is to make the complicated world simpler through technology. Baidu’s ADSs trade on the NASDAQ Global Select Market under the symbol “BIDU”. Currently, ten ADSs represent one Class A ordinary share.

Contacts

Investors Relations, Baidu, Inc.
Tel: +86-10-5992-8888
Email: ir@baidu.com

Baidu, Inc.
(the “Company”)

Notice of Extraordinary General Meeting of the Company

Notice is hereby given that an Extraordinary General Meeting of the Company (the “EGM”) will be held at the offices of Baidu, Inc, at No. 10 Shangdi 10th Street, Haidian District, Beijing, The People’s Republic of China, on the 1st day of March 2021 at 11:00 am Beijing time for the purpose of considering and, if thought fit, passing and approving the following resolutions:

Change of Authorised Share Capital by One-to-Eighty Subdivision of Shares

BY AN ORDINARY RESOLUTION THAT each share classified as Class A ordinary shares, Class B ordinary shares and preferred shares of a par value of US\$0.00005 each in the share capital of the Company (including authorised issued and unissued class A ordinary shares, class B ordinary shares and preferred shares) be sub-divided into 80 shares of a par value of US\$0.000000625 each (the “Subdivision”), such that, following the Subdivision, the authorised share capital of the Company will be US\$43,520 divided into 66,000,000,000 class A ordinary shares of a par value of US\$0.000000625 each, 2,832,000,000 class B ordinary shares of a par value of US\$0.000000625 each and 800,000,000 preferred shares of a par value of US\$0.000000625 each.

By order of the Board

/s/ Robin Yanhong Li

Director

Dated: January 22, 2021

Registered Office:

c/o Maples Corporate Services Limited

PO Box 309, Uglund House

Grand Cayman

KY1-1104

Cayman Islands

*A form of proxy has been included with this Notice.

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM IN PERSON OR SEND IN A SPECIFIC PROXY.

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or executes a specific proxy.
- 3 A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM in person, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of Baidu, Inc. at No. 10 Shangdi 10th Street, Haidian District, Beijing, The People's Republic of China, or send copies of the foregoing by facsimile to +86-10-5992-2927, or send copies of the foregoing by email to treasuryadmin@baidu.com, in each case marked for the attention of Treasurer, not later than the time for the holding of the EGM or adjourned EGM in accordance with the Articles of Association of the Company. Returning the completed form of proxy will not preclude you from attending the EGM and voting in person if you so wish.
- 4 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
- 5 The quorum for the EGM is one or more shareholders present in person or by proxy representing at least one-third of the paid up voting share capital of the Company entitled to vote on the resolutions to be considered at the EGM.

Baidu, Inc.
(the “Company”)

FORM OF PROXY FOR SHAREHOLDERS

I/We _____
Please Print Name(s)

of _____
Please Print Address(es)

being (a) shareholder(s) of the Company with _____ shares respectively hereby appoint

_____ of _____
or failing him/her

_____ of _____

or failing him/her the duly appointed chairman of the EGM (the “Chairman”) as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the “EGM”) to be held on 1st day of March 2021 at 11:00 am Beijing time at the offices of Baidu, Inc. at No. 10 Shangdi 10th Street, Haidian District, Beijing, The People’s Republic of China and at any adjournment of the EGM. My proxy is instructed to vote on a poll or on a show of hands on the resolutions in respect of the matters specified in the Notice of the EGM as indicated below:

Resolution	For	Against	Abstain
<p>Change of Authorised Share Capital by One-to-Eighty Subdivision of Shares</p> <p>By an Ordinary Resolution that each share classified as Class A ordinary shares, Class B ordinary shares and preferred shares of a par value of US\$0.00005 each in the share capital of the Company (including authorised issued and unissued class A ordinary shares, class B ordinary shares and preferred shares) be sub-divided into 80 shares of a par value of US\$0.00000625 each (the “Subdivision”), such that, following the Subdivision, the authorised share capital of the Company will be US\$43,520 divided into 66,000,000,000 class A ordinary shares of a par value of US\$0.00000625 each, 2,832,000,000 class B ordinary shares of a par value of US\$0.00000625 each and 800,000,000 preferred shares of a par value of US\$0.00000625 each</p>			

Please indicate your voting preference by ticking, or inserting the number of shares to be voted for or against or to abstain, the boxes above in respect of each resolution. If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the EGM.

You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.

If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.

If you have appointed another proxy to vote on a show of hands in a separate form (in which case the proxy appointed in this form may not vote on a show of hands) please tick this box:

Signed: _____

Name: _____

Date: _____

In the case of joint holders the senior holder (see note 4 below) should sign.

Please provide the names of all other

joint holders: _____

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM IN PERSON OR COMPLETE AND SEND IN THIS FORM APPOINTING A SPECIFIC PROXY.

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairman will be appointed as your proxy.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or completes and returns this form appointing a specific proxy.
- 3 Whether or not you propose to attend the relevant meeting(s) in person, you are strongly advised to complete and return this form of proxy in accordance with these instructions. To be valid, this form must be completed and deposited (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of Baidu, Inc. at No. 10 Shangdi 10th Street, Haidian District, Beijing, The People's Republic of China, or send copies of the foregoing by facsimile to +86-10-5992-2927, or send copies of the foregoing by email to *treasuryadmin@baidu.com*, in each case marked for the attention of Treasurer, as soon as possible and in any event not later than the time for holding the relevant meeting or any adjourned meeting. Returning this completed form of proxy will not preclude you from attending the relevant meeting(s) and voting in person if you so wish.
- 4 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
- 5 If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
- 6 This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorised for that purpose.
- 7 Any alterations made to this form must be initialled by you.
- 8 A proxy may vote on a show of hands or on a poll.

Extraordinary General Meeting of Baidu, Inc.

Date: March 1, 2021
See Voting Instruction On Reverse Side.
Please make your marks like this: Use pen only

Resolution For Against Abstain

Change of Authorized Share Capital by One-to-Eighty Subdivision of Shares

By an Ordinary Resolution that each share classified as Class A ordinary shares, Class B ordinary shares and preferred shares of a par value of US\$0.00005 each in the share capital of the Company (including authorised issued and unissued class A ordinary shares, class B ordinary shares and preferred shares) be sub-divided into 80 shares of a par value of US\$0.00000625 each (the "Subdivision"), such that, following the Subdivision, the authorised share capital of the Company will be US\$43,520 divided into 68,000,000 class A ordinary shares of a par value of US\$0.00000625 each, 2,832,000,000 class B ordinary shares of a par value of US\$0.00000625 each and 800,000,000 preferred shares of a par value of US\$0.00000625 each.

**Extraordinary General Meeting of Baidu, Inc.
to be held on March 1, 2021
For Holders as of January 28, 2021**

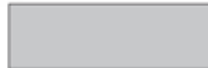


- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 5:00 pm, (Eastern Daylight Time) February 25, 2021.

PROXY TABULATOR FOR
BAIDU, INC.
P.O. BOX 8016
CARY, NC 27512-9903

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



EVENT #

CLIENT #

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

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Baidu, Inc.**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 5:00 p.m. (Eastern Daylight Time) on February 25, 2021)**

The undersigned registered holder of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of Baidu, Inc. registered in the name of the undersigned on the books of the Depositary as of the close of business January 28, 2021 at the Extraordinary General Meeting of the Shareholders of Baidu, Inc. to be held on March 1, 2021 at 11:00 am Beijing time at the offices of Baidu, Inc. at No. 10 Shangdi 10th Street, Haidian District, Beijing, The People's Republic of China.

NOTE:

1. Please direct the Depositary how it is to vote by marking X in the appropriate box opposite the resolution. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
2. It is understood that, if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
BAIDU, INC.
P.O. Box 8016
CARY, NC 27512-0903