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

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Qutoutiao Inc.**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(I.R.S. Employer  
Identification No.)

**Building No. 8, Shanghai Pudong Software Park  
519 Yi De Road, Pudong New Area  
Shanghai 200124  
People's Republic of China  
+86-21-5889-0398**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Equity Incentive Plan**  
(Full title of the Plan)

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**Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, NY 10168, United States  
+1-212-947-7200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Xiaolu Zhu  
Chief Financial Officer  
Building No. 8, Shanghai Pudong Software Park  
519 Yi De Road, Pudong New Area  
Shanghai 200124  
People's Republic of China  
+86-21-5889-0398**

**Yi Gao, Esq.  
Simpson Thacher & Bartlett LLP  
35th Floor, ICBC Tower  
3 Garden Road  
Central, Hong Kong  
+852-2514-7600**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company   
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(2)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A ordinary shares, par value US\$0.0001 per share	5,461,141 <sup>(3)</sup>	US\$7.76 <sup>(3)</sup>	US\$42,378,454.16	US\$4,623.49

- (1) These Class A Ordinary Shares, par value US\$0.0001 per share (the “Class A Ordinary Shares”) of Qutoutiao Inc. (the “Company” or “Registrant”) may be represented by the Registrant’s American depositary shares (“ADSs”), every four representing one Class A Ordinary Share. ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-227181).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement includes an indeterminate number of additional Class A ordinary shares of the Registrant, which may be offered and issued under the Registrant’s Equity Incentive Plan (the “Plan”) to prevent dilution from stock splits, stock dividends or similar transactions.
- (3) Represents Class A Ordinary Shares reserved for issuance with respect to future awards under the Plan. The total number of Class A Ordinary Shares which may be issued under the Plan was initially 12,464,141 Class A Ordinary Shares. On March 5, 2019, the Company increased the aggregate number of Class A ordinary shares reserved for issuance pursuant to awards granted under the Plan by 3.5% of the total number of Class A ordinary shares and Class B ordinary shares outstanding as of December 31, 2018. On every January 1 thereafter for four years, the aggregate number of Class A ordinary shares reserved and available for issuance pursuant to awards granted under the Plan shall be increased by 2.0% of the total number of Class A ordinary shares and Class B ordinary shares outstanding on December 31 of the preceding calendar year. An additional Class A Ordinary Shares are being registered on this Registration Statement to cover the additional Class A Ordinary Shares that may be issued under the Plan pursuant to such increases effective on March 5, 2019, January 1, 2020 and January 1, 2021, which were not previously registered under the Registrant’s registration statement on Form S-8 (File No. 333-229673), as filed with the Securities and Exchange Commission (the “Commission”) on February 14, 2019 (the “Original S-8 Registration Statement”). The corresponding proposed maximum offering price per share is estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s ADSs as quoted on the Nasdaq Global Select Market on June 16, 2021 times four, the then Class A Ordinary Share-to-ADS ratio.

## EXPLANATORY NOTE

This registration statement on Form S-8 (this “Registration Statement”) is being filed pursuant to General Instruction E to Form S-8 for the purposes of registering an aggregate of 5,461,141 additional Class A Ordinary Shares in the capital of Qutoutiao Inc. (the “Company” or “Registrant”) which are reserved for issuance under the Registrant’s Equity Incentive Plan (the “Plan”). These 5,461,141 additional Class A Ordinary Shares have been added to the Plan effective on March 5, 2019, January 1, 2020 and January 1, 2021. These 5,461,141 additional Class A Ordinary Shares are additional securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-229673) was filed with the Securities and Exchange Commission (the “Commission”) on February 14, 2019 (the “Original S-8 Registration Statement”), and were not previously registered under the Original S-8 Registration Statement.

Previously, an aggregate of 12,464,141 Class A Ordinary Shares in the capital of the Registrant were registered for issuance under the Plan pursuant to the Original S-8 Registration Statement. Pursuant to General Instruction E to Form S-8, the contents of the Original S-8 Registration Statement are incorporated by reference into this Registration Statement, except as otherwise set forth herein.

In accordance with the terms of the Plan, the total number of Class A Ordinary Shares which may be issued under the Plan was initially 12,464,141 Class A Ordinary Shares. On March 5, 2019, the Company increased the aggregate number of Class A ordinary shares reserved for issuance pursuant to awards granted under the Plan by 3.5% of the total number of Class A ordinary shares and Class B ordinary shares outstanding as of December 31, 2018. On every January 1 thereafter for four years, the aggregate number of Class A ordinary shares reserved and available for issuance pursuant to awards granted under the Plan shall be increased by 2.0% of the total number of Class A ordinary shares and Class B ordinary shares outstanding on December 31 of the preceding calendar year.

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference herein:

- a. The Registrant's registration statement on Form S-8 (File No. 333-229673) filed with the Commission on February 14, 2019;
- b. The Registrant's annual report on Form 20-F filed with the Commission on March 26, 2021, which includes audited financial statements for the fiscal year ended December 31, 2020; and
- c. The description of the Registrant's Class A Ordinary Shares contained in its Registration Statement on Form 8-A (Registration No. 001-38644) filed with the Commission on September 4, 2018 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which incorporates by reference the description of the Registrant's Class A Ordinary Shares set forth in the Registrant's Registration Statement on Form F-1 (Registration No. 333-226913), as amended, originally filed with the Commission on August 17, 2018, including any amendments or reports filed for the purpose of updating such description.

All documents filed pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

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## EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	<a href="#"><u>Form of Sixth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form F-1 (Registration No. 333-226913), as amended, originally filed with the Securities and Exchange Commission on August 17, 2018).</u></a>
4.2	<a href="#"><u>Specimen of Ordinary Share Certificate (incorporated herein by reference to Exhibit 4.1 to the registration statement on Form F-1 (File No. 333-226913), as amended, initially filed with the Securities and Exchange Commission on August 17, 2018).</u></a>
5.1*	<a href="#"><u>Opinion of Walkers</u></a>
10.1	<a href="#"><u>Qutoutiao Inc. Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registration Statement on Form S-8 (Registration No. 333-229673), filed with the Securities and Exchange Commission on February 14, 2019).</u></a>
23.1*	<a href="#"><u>Consent of Walkers (included in Exhibit 5.1)</u></a>
23.2*	<a href="#"><u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u></a>
24.1*	<a href="#"><u>Powers of Attorney (included on the signature page in Part II of this Registration Statement)</u></a>

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\*Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China on June 21, 2021.

### Qutoutiao Inc.

By: /s/ Eric Siliang Tan  
Name: Eric Siliang Tan  
Title: Chairman and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Eric Siliang Tan and Xiaolu Zhu, and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, as amended, and all post-effective amendments thereto and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacity and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Eric Siliang Tan</u> Name: Eric Siliang Tan	Chairman and Chief Executive Officer (principal executive officer)	June 21, 2021
<u>/s/ Lei Li</u> Name: Lei Li	Vice Chairman	June 21, 2021
<u>/s/ Feng Li</u> Name: Feng Li	Director	June 21, 2021
<u>/s/ James Jun Peng</u> Name: James Jun Peng	Director	June 21, 2021
<u>/s/ Jianfei Dong</u> Name: Jianfei Dong	Director and Co-President	June 21, 2021
<u>/s/ Oliver Yucheng Chen</u> Name: Oliver Yucheng Chen	Director	June 21, 2021
<u>/s/ Xiaolu Zhu</u> Name: Xiaolu Zhu	Chief Financial Officer (principal financial and accounting officer)	June 21, 2021

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Qutoutiao Inc. has signed this registration statement or amendment thereto in New York, New York on June 21, 2021.

COGENCY GLOBAL INC.

By: /s/ Colleen A. De Vries  
Name: Colleen A. De Vries  
Title: Senior Vice President

21 June 2021

Our Ref: DW/AWL/Q0297-H18503

**Qutoutiao Inc.**  
190 Elgin Avenue, George Town  
Grand Cayman KY1-9008  
Cayman Islands

Dear Sirs

**Qutoutiao Inc.**

We have acted as Cayman Islands legal advisers to Qutoutiao Inc. (the "**Company**") in connection with the Company's registration statement on Form S-8, (the "**Registration Statement**"), to be filed with the Securities and Exchange Commission relating to the registration under the U.S. Securities Act of 1933, as amended, in relation to the Class A Ordinary Shares of a par value of US\$0.0001 each in the share capital of the Company (the "**Shares**") issuable pursuant to the Plan (as defined in Schedule 1).

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands in force and as interpreted at the date of this opinion. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction. Except as explicitly stated herein, we express no opinion in relation to any representation or warranty contained in any of the documents cited in this Opinion nor upon matters of fact or the commercial terms of the transactions the subject of this Opinion.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated with limited liability, validly existing under the laws of the Cayman Islands and in good standing with the Registrar of Companies in the Cayman Islands (the "**Registrar**").
  2. The Shares to be issued and allotted pursuant to the Plan have been duly authorised. When allotted, issued and fully paid for in the manner contemplated in the Plan and in accordance with the Resolutions and when appropriate entries have been made in the Register of Members of the Company, the Shares to be issued and allotted pursuant to the Plan will be validly issued, allotted and fully paid, and there will be no further obligation on the holder of any of the Shares to make any further payment to the Company in respect of such Shares.
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We hereby consent to the use of this opinion in, and the filing hereof, as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission promulgated thereunder.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ WALKERS (HONG KONG)

**WALKERS (HONG KONG)**

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**LIST OF DOCUMENTS EXAMINED**

1. The Certificate of Incorporation dated 17 July 2017, the Certificate of Incorporation on Change of Name dated 11 July 2018, the Third Amended and Restated Memorandum and Articles of Association dated 8 March 2018, the Fourth Amended and Restated Memorandum and Articles of Association dated 27 April 2018, the Sixth Amended and Restated Memorandum and Articles of Association as conditionally adopted by special resolution on 4 September 2018 and effective immediately prior to the completion of the initial public offering of the Company's American Depositary Shares representing its Class A Ordinary Shares (the "**Memorandum and Articles**"), the Register of Members and the Register of Directors, copies of which have been provided to us by its registered office in the Cayman Islands (together the "**Company Records**").
2. A Certificate of Good Standing dated 13 February 2019 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
3. A copy of the executed written resolutions of the Board of Directors of the Company dated 15 February 2018.
4. A copy of the executed written resolutions of the Board of Directors of the Company dated 27 April 2018.
5. A copy of the executed written resolutions of the Board of Directors of the Company dated 31 January 2019 and a copy of the executed written resolutions of the Board of Directors of the Company dated 5 March 2019 (collectively, the "**Resolutions**").
6. A copy of the Equity Incentive Plan of the Company (the "**Plan**").
7. The Registration Statement.

**ASSUMPTIONS**

1. The originals of all documents examined in connection with this opinion are authentic. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. Any translations are a complete and accurate translation of the original document they purport to translate.
2. The Memorandum and Articles reviewed by us are the memorandum and articles of association of the Company and are in force at the date hereof.
3. The Company Records are complete and accurate and all matters required by law and the Memorandum and Articles to be recorded therein are completely and accurately so recorded.
4. There are no records of the Company (other than the Company Records), agreements, documents or arrangements other than the documents expressly referred to herein as having been examined by us which restrict the powers and authority of the Directors of the Company in any way or which would affect any opinion given herein.
5. The written resolutions of the Board of Directors of the Company dated 15 February 2018 and 27 April 2018, and the Resolutions have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each Director, or by or on behalf of each member in respect of the member resolutions, and the signatures and initials thereon are those of a person or persons in whose name such resolutions have been expressed to be signed.
6. The written resolutions of the Board of Directors of the Company dated 15 February 2018 and 27 April 2018, and the Resolutions remain in full force and effect and have not been revoked or varied.

**QUALIFICATIONS**

1. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing issued by the Registrar. The Company shall be deemed to be in good standing under section 200A of the Companies Act on the date of issue of the certificate if all fees and penalties under the Companies Act have been paid and the Registrar has no knowledge that the Company is in default under the Companies Act.

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Qutoutiao Inc. of our report dated March 26, 2021 relating to the financial statements, which appears in Qutoutiao Inc.'s Annual Report on Form 20-F for the year ended December 31, 2020.

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, the People's Republic of China  
June 21, 2021