

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form F-1
REGISTRATION STATEMENT****UNDER
THE SECURITIES ACT OF 1933****Qutoutiao Inc.**

(Exact name of Registrant as specified in its charter)

Cayman Islands
(State or Other Jurisdiction of
Incorporation or Organization)7370
(Primary Standard Industrial
Classification Code Number)
11/F, Block 3, XingChuang Technology Center
Shen Jiang Road 5005,
Pudong New Area, Shanghai, 200120
People's Republic of China
+86-21-6858-3790
(Address and Telephone Number of Registrant's Principal Executive Offices)Not Applicable
(I.R.S. Employer
Identification Number)Cogency Global Inc.
10E. 40th Street, 10th Floor
New York, NY 10016, United States
+1-212-947-7200
(Name, address and telephone number of agent for service)**Copies to:**Chris K.H. Lin, Esq.
Daniel Fertig, Esq.
Simpson Thacher & Bartlett LLP
35th Floor, ICBC Tower
3 Garden Road
Central, Hong Kong
+852-2514-7600Dan Ouyang, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
Unit 2901, 29/F, Tower C,
Beijing Yintai Centre
No. 2 Jianguomenwai Avenue
Chaoyang District, Beijing 100022
People's Republic of China
+86-10-6529-8300Jie Zhu, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
Unit 03-04, 38F, Jin Mao Tower
88 Century Boulevard
Pudong New Area, Shanghai 200121
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+86-21-6165-1700**Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this registration statement.**If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-230624If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)	Amount to be Registered(2)(3)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee(4)
Class A ordinary shares, par value US\$0.0001 per share	431,250	US\$43.10	US\$18,586,875	US\$2,252.73

- (1) American depositary shares, or ADSs, issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-227181). Every four ADSs represent one Class A ordinary share.
- (2) Includes (a) Class A ordinary shares represented by ADSs that may be purchased by the underwriters pursuant to their option to purchase additional ADSs and (b) all Class A ordinary shares represented by ADSs initially offered and sold outside the United States that may be resold from time to time in the United States either as part of the distribution or within 40 days after the later of the effective date of this registration statement and the date the securities are first bona fide offered to the public.
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low trading prices on April 2, 2019 of the ADSs listed on the NASDAQ Global Select Market.
- (4) Pursuant to 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of securities initially registered pursuant to Form F-1 Registration Statement No. 333-230624. A total of 2,443,750 securities were registered under Registration Statement No. 333-230624. In no event will the aggregate amount of all securities issued by the Registrant pursuant to this Registration Statement and Registration Statement No. 333-230624 exceed 2,875,000.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-230624) initially filed by Qutoutiao Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on March 29, 2019, which was declared effective by the Commission on April 2, 2019, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Walkers regarding the validity of the ordinary shares being registered</u>
23.1	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP</u>
23.2	<u>Consent of Walkers (included in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Qutoutiao Inc. (File No. 333-230624) initially filed with the Securities and Exchange Commission on March 29, 2019)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China on April 3, 2019.

QUTOUTIAO INC.

By: /s/ Eric Siliang Tan

Name: Eric Siliang Tan

Title: Executive Chairman

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

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Eric Siliang Tan</u> Eric Siliang Tan	Executive Chairman	April 3, 2019
<u>/s/ Lei Li</u> Lei Li	Director and Chief Executive Officer (principal executive officer)	April 3, 2019
<u>*</u> Shaoqing Jiang	Director	April 3, 2019
<u>*</u> Yongbo Dai	Director	April 3, 2019
<u>*</u> James Jun Peng	Director	April 3, 2019
<u>*</u> Feng Li	Director	April 3, 2019
<u>*</u> Jianfei Dong	Director and Co-President	April 3, 2019
<u>/s/ Jingbo Wang</u> Jingbo Wang	Director and Chief Financial Officer (principal financial and accounting officer)	April 3, 2019
<u>*</u> Oliver Yucheng Chen	Director and Chief Strategy Officer	April 3, 2019

*By: /s/ Eric Siliang Tan
Name: Eric Siliang Tan
Attorney-in-fact

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 on April 3, 2019.

COGENCY GLOBAL INC.

By: /s/ Shek Yuen Ting

Name: Shek Yuen Ting

Title: Assistant Secretary

Partners: 3 April 2019
 Paul Aherne **
 Joanne Collett *
 Mark Cummings *****
 James Gaden *****
 Amelia Hall *
 Tim Haynes ***
 Fraser Hern *
 Kristen Kwok **
 Callum McNeil **
 Andy Randall **
 James Webb **
 Denise Wong *

Our Ref: DW/AWL/Q0325-H18503

Qutoutiao Inc.
 11/F, Block 3
 XingChuang Technology Center
 Shen Jiang Road 5005
 Pudong New Area
 Shanghai 200120
 People's Republic of China

Dear Sir or Madam

Qutoutiao Inc.

We have acted as Cayman Islands legal advisers to Qutoutiao Inc. (the “**Company**”) in connection with the Registration Statement (as defined in Schedule 1), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended, relating to the offering by the Company of American depository shares (the “**ADSs**”) representing the Company’s Class A ordinary shares of a par value of US\$0.0001 each (the “**Ordinary Shares**”). We are furnishing this opinion as exhibit 5.1 to the Registration Statement.

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. Based on our review of the A&R M&A (as defined in Schedule 1), the authorised share capital of the Company is US\$50,000 divided into 500,000,000 shares comprising of (i) 50,000,000 Class A Ordinary Shares of a par value of US\$0.0001 each, (ii) 34,248,442 Class B Ordinary Shares of a par value of US\$0.0001 each and (iii) 415,751,558 shares of a par value of US\$0.0001 each of such class or classes (however designated) as the board of directors may determine in accordance with Article 10 of the A&R M&A.

Walkers (Hong Kong)


15th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong

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Bermuda† | British Virgin Islands | Cayman Islands | Dubai | Guernsey | Hong Kong | Ireland | Jersey | London | Singapore

*Admitted in England and Wales; **Admitted in BVI; ***Admitted in Cayman Islands; ****Admitted in New South Wales (Australia); *****Admitted in Ireland

† Walkers works in exclusive association with Kevin Taylor, trading as ‘Walkers Bermuda’, a full service commercial law firm providing advice on all aspects of Bermuda law.

3. The issue and allotment of the Ordinary Shares pursuant to the Registration Statement has been duly authorised. When allotted, issued and fully paid for as contemplated in the Registration Statement and when appropriate entries have been made in the Register of Members of the Company, the Ordinary Shares will be validly issued, allotted and fully paid, and there will be no further obligation on the holder of any of the Ordinary Shares to make any further payment to the Company in respect of such Ordinary Shares.
4. The statements under the caption "Taxation" in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects. Such statements constitute our opinion.

We hereby consent to the use of this opinion in, and the filing hereof, as an exhibit to the Registration Statement and to the reference to our firm under the headings "Enforceability of Civil Liabilities", "Legal Matters" and elsewhere in the prospectus included in 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 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)

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Incorporation dated 17 July 2017, Certificate of Incorporation on Change of Name dated 11 July 2018, 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 ADSs representing its Ordinary Shares (the "**A&R M&A**"), the Register of Members and Register of Directors of the Company, 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 18 March 2019 in respect of the Company issued by the Registrar (the "**Certificate of Good Standing**").
3. A copy of executed written resolutions of the Board of Directors of the Company dated 26 March 2019 (the "**Board Resolutions**").
4. A certificate from a director of the Company dated 3 April 2019, a copy of which is attached hereto (the "**Director's Certificate**").
5. The Company's registration statement on Form F-1 as filed on 3 April 2019 (the "**Registration Statement**").

SCHEDULE 2**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 true translation of the original document they purport to translate.
2. The Company Records are complete and accurate and all matters required by law and the A&R M&A to be recorded therein are completely and accurately so recorded.
3. The contents of the Director's Certificate are true and accurate as at the date of this opinion and there is no information not contained in the Director's Certificate that will in any way affect this Opinion.
4. The conversion of any shares in the capital of the Company will be effected via legally available means under Cayman law.

SCHEDULE 3**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 Law on the date of issue of the certificate if all fees and penalties under the Companies Law have been paid and the Registrar has no knowledge that the Company is in default under the Companies Law.
2. We accept no responsibility for any liability in relation to any opinion which was given in reliance on the Director's Certificate.

Qutoutiao Inc.
11/F, Block 3
XingChuang Technology Center
Shen Jiang Road 5005
Pudong New Area
Shanghai 200120
People's Republic of China

3 April 2019

Walkers (Hong Kong)
15th Floor
Alexandra House
18 Chater Road, Central
Hong Kong

Dear Sirs,

Qutoutiao Inc. (the “Company”) – Director’s Certificate

I, Jingbo Wang, being a director of the Company, am aware that you are being asked to provide a legal opinion (the “**Opinion**”) in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

1. 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 ADSs representing its Ordinary Shares remain unamended;
2. the Resolutions were executed by all the directors in the manner prescribed in the articles of association of the Company, the signatures and initials thereon are those of a person or persons in whose name the resolutions have been expressed to be signed, are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect; and
3. there is no contractual or other prohibition (other than as arising under Cayman Islands law) binding on the Company prohibiting it from issuing and allotting the Ordinary Shares.

I confirm that you may continue to rely on this Certificate as being true and correct on the day that you issue the Opinion unless I have previously notified you personally to the contrary.

[Signature Page to Follow]

Signature: /s/ Jingbo Wang

Name: Jingbo Wang

Director

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of Qutoutiao Inc. filed pursuant to Rule 462(b) of the Securities Act of 1933 of our report dated March 13, 2019 relating to the financial statements of Qutoutiao Inc., which appears in the Registration Statement on Form F-1 (No. 333-230624) of Qutoutiao Inc.. We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form F-1 (No. 333-230624).

/s/ PricewaterhouseCoopers Zhong Tian LLP

Shanghai, People’s Republic of China
April 3, 2019