
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
OF THE SECURITIES EXCHANGE ACT OF 1934

January 2020

(Commission File No. 001-38644)

QUTOUTIAO INC.

11/F, Block 3, XingChuang Technology Center
Shen Jiang Road 5005
Pudong New Area, Shanghai, 200120
People's Republic of China
(Address of registrant's principal executive office)

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

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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Explanatory Note

The documents attached as exhibits 8.1 and 8.2 to this Form6-K are hereby incorporated by reference into the Registrant's Registration Statement on Form F-3 initially filed on November 19, 2019 (Registration Number333-234779).

EXHIBIT INDEX

The following documents are filed or furnished herewith:

<u>Exhibit Number</u>	<u>Description</u>
8.1	Opinion of Walkers (Hong Kong) regarding certain Cayman Islands tax matters
8.2	Opinion of King & Wood Mallesons regarding certain PRC tax matters

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, thereto duly authorized.

QUTOUTIAO INC.

By: /s/ Xiaolu Zhu

Name: Xiaolu Zhu

Title: Chief Financial Officer

Date: January 22, 2020

Partners:

Paul Aherne **
 Joanne Collett *
 Mark Cummings *****
 Nicholas Davies *
 James Gaden *****
 Amelia Hall *
 Timothy Haynes ***
 Kristen Kwok **
 Wing Yee Lit *
 Callum McNeil **
 Alice Molan *****
 Andrew Randall **
 Rupen Shah *
 Denise Wong *

22 January 2020

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 sale from time to time by selling shareholder of the Company described in the prospectus attached to the Registration Statement of certain 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**") (the "**Selling Shareholder's Resale**"). We are furnishing this opinion as exhibit 8.1 and 23.2 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**").

Walkers (Hong Kong)**匯嘉律師事務所 (香港)**

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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; *****Admitted in Victoria (Australia)

2. 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", "Taxation", "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 of the Company 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 13 January 2020 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 19 November 2019 (the "**Board Resolutions**").
4. A certificate from a director of the Company dated 22 January 2020, a copy of which is attached hereto (the "**Director's Certificate**").
5. the Company's Prospectus Supplement dated as of 22 January 2020 and the accompanying base prospectus which form a part of a registration statement on Form F-3 originally filed by the Company under the United States Securities Act of 1933, as amended, with the United States Securities and Exchange Commission on November 19, 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

22 January 2020

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

Dear Sirs,

Qutoutiao Inc. (the "Company") – Director's Certificate

I, Eric Siliang Tan, 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/ Eric Siliang Tan

Name: Eric Siliang Tan

Director



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January 22, 2020

To: Qutoutiao Inc.

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

Referred as the “**Company**”

Dear Sirs:

We are qualified lawyers of the People's Republic of China (the “**PRC**”, for purposes of this opinion, excluding the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan) and as such, are qualified to issue this opinion in respect of the laws and regulations of the PRC effective as at the date hereof.

We have acted as PRC legal counsel for Qutoutiao Inc. (the “**Company**”), an exempted company incorporated under the laws of the Cayman Islands, in connection with the Company's Prospectus Supplement dated as of January 22, 2020 and the accompanying base prospectus which form a part of a registration statement on Form F-3 (the “**Registration Statement**”) originally filed by the Company under the United States Securities Act of 1933, as amended, with the United States Securities and Exchange Commission on November 19, 2019, in relation to the resale by the Selling Shareholder of up to 5,920,492 American depositary shares, or ADSs, representing 1,480,123 Class A ordinary shares of Qutoutiao Inc, US\$0.0001 par value per share (the “**Resale**”).

We have been requested to give this opinion on certain legal matters set forth herein.

The following capitalized terms used in this opinion shall have the meanings ascribed to them as follows:

“**PRC Laws**” means any and all laws, regulations, statutes, rules, decrees, notices, and supreme court's judicial interpretations currently in force and publicly available in the PRC as of the date hereof.

Based on the foregoing, we are of the opinion that:

1. As of the date hereof, the statements set forth in the Registration Statement under the captions “Taxation”, in each case insofar as such statements describe or summarize PRC Laws referred to therein, are true and accurate in all material respects.

The above opinion is subject to the following assumptions and qualifications:

- (a) We express no opinion on the laws of any jurisdiction other than the PRC. This Opinion relates only to PRC Laws and we express no opinion as to any laws other than PRC Laws.
- (b) There is no guarantee that any of the PRC Laws will not be changed, updated, amended, replaced or revoked in the immediate future or in the longer term with or without retroactive effect. There is no assurance that such change, update, amendment, replacement or revocation in any of the PRC Laws after the date hereof did not, or will not, by any means affect our opinion expressed above. We do not assume any responsibility for any of such effect that was, or is expected to be caused by such change, update, amendment, replacement or revocation, nor we assume any obligation to update or supplement the above opinion to reflect any facts or circumstances which may hereafter come to our attention or to any changes in law which may occur.
- (c) This Opinion is confined to and rendered on the basis of the PRC Laws currently effective and no opinion is expressed as to matters of fact or commercial matters.
- (d) This Opinion is limited to paragraph 1 above only.

This Opinion is intended to be used in the context which is specifically referred to herein and each paragraph should be looked at as a whole and no part should be extracted and referred to independently.

This Opinion is provided to the Company for the Resale by us in our capacity as the Company's PRC legal counsel and may not be relied upon by any other persons or corporate entities or used for any other purpose without our prior written consent.

We hereby consent to the use of this opinion in, and the filing hereof as an exhibit to, the Registration Statement, and to the use of our firm's name under the captions "Risk Factors", "Taxation" and "Legal Matters" in the Prospectus Supplement. 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 regulations promulgated thereunder.

/s/ King & Wood Mallesons

King & Wood Mallesons