

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QuantaSing Group Limited
(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

Not Applicable

(I.R.S. Employer
Identification No.)

**2/F, Building D, Ronsin Technology Center
Chaoyang District, Beijing 100102
People's Republic of China
+86-10 6493-7857**
(Address of Principal Executive Offices and Zip Code)

**2018 Share Incentive Plan
2021 Share Incentive Plan**
(Full title of the Plans)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
(800) 221-0102**

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

Copies to:

Peng Li
Chief Executive Officer
2/F, Building D, Ronsin Technology Center
Chaoyang District, Beijing 100102
People's Republic of China
+86-10 6493-7857

Dan Ouyang, Esq.
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Professional Corporation
Unit 2901, 29F, Tower C, Beijing Yintai Centre
No. 2 Jianguomenwai Avenue
Chaoyang District, Beijing 100022
People's Republic of China
(86) 10-6529-8300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information*

Item 2. Registrant Information and Employee Plan Annual Information*

- * Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. In accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission") and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. The documents containing information specified in this Part I will be separately provided to the participants covered by the Plans, as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

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

- (a) The Registrant's prospectus filed with the Commission on January 25, 2023 pursuant to [Rule 424\(b\)\(4\)](#) under the Securities Act, which includes audited financial statements as of and for the fiscal years ended June 30, 2021 and 2022 (File No. 333-268907); and
- (b) The description of the Registrant's Class A ordinary shares incorporated by reference in the Registrant's registration statement on [Form 8-A](#) (File No. 001-41590) filed with the Commission on January 12, 2023 pursuant to Section 12 of 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](#) (File No. 333-268907), initially filed with the Commission on December 20, 2022, as amended, including any amendment and report subsequently filed for the purpose of updating that description.

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

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's currently effective second amended and restated memorandum and articles of association provides that officers and directors for the time being and from time to time of the Registrant (but not including its auditors), and their personal representatives, shall be indemnified and secured harmless against all actions, proceedings, costs, charges, expenses, losses, damages, or liabilities incurred or sustained in their capacities as such unless such actions, proceedings, costs, charges, expenses, losses or, damages or liabilities arise from the dishonesty, willful default or fraud of such directors or officers, in or about the conduct of the Registrant's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of their duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such directors or officers in defending (whether successfully or otherwise) any civil proceedings concerning the Registrant or its affairs in any court whether in the Cayman Islands or elsewhere.

Pursuant to the indemnification agreements, the form of which was filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-268907), the Registrant has agreed to indemnify its directors and executive officers against all liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer to the fullest extent permitted by law with certain limited exceptions.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

The Registrant also maintains a directors and officers liability insurance policy for its directors and officers.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this registration statement (see the Exhibit Index attached hereto).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to that information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description
4.1	<u>Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
4.2	<u>Registrant's Specimen Certificate for Class A ordinary shares (incorporated by reference to Exhibit 4.2 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
4.3	<u>Registrant's Specimen American Depositary Receipt (included in Exhibit 4.4)</u>
4.4	<u>Deposit Agreement by and among the Registrant, the depository and the owners and holders of American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
4.5	<u>The Amended and Restated Shareholders Agreement between the Registrant and other parties thereto dated as of December 20, 2022 (incorporated by reference to Exhibit 4.4 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
5.1*	<u>Opinion of Maples and Calder (Hong Kong) LLP, regarding the validity of the Class A ordinary shares being registered</u>
10.1	<u>2018 Share Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
10.2	<u>2021 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's registration statement on Form F-1 (File No. 333-268907) initially filed with the Commission on December 20, 2022, as amended)</u>
23.1*	<u>Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm</u>
23.2*	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1*	<u>Powers of Attorney (included on signature page hereto)</u>
107*	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Beijing, China, on March 30, 2023.

QuantaSing Group Limited

By: /s/ Peng Li
Name: Peng Li
Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Mr. Peng Li and Mr. Dong Xie, with full power to act alone, as his true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact 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 persons on March 30, 2023 in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Peng Li</u> Peng Li	Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ Dong Xie</u> Dong Xie	Director and Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Jinshan Li</u> Jinshan Li	Director
<u>/s/ Frank Lin</u> Frank Lin	Director
<u>/s/ Xihao Liu</u> Xihao Liu	Director
<u>/s/ Pei Hua (Helen) Wong</u> Pei Hua (Helen) Wong	Independent Director
<u>/s/ Hongqiang Zhao</u> Hongqiang Zhao	Independent Director

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 QuantaSing Group Limited has signed this registration statement or amendment thereto in New York on March 30, 2023.

COGENCY GLOBAL INC.
Authorized U.S. Representative

By: /s/ COLLEEN A. DE VRIES

Name: Colleen A. De Vries

Title: Senior Vice President on behalf of Cogency
Global Inc.

Ref VSL/785638-000001/26069076v2

QuantaSing Group Limited
2/F, Building D, Ronsin Technology Center
Chaoyang District, Beijing 100102
People's Republic of China

30 March 2023

Dear Sir or Madam

QuantaSing Group Limited (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 30 March 2023 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 38,240,745 class A ordinary shares, par value US\$0.0001 per share, in the capital of the Company (the "**Shares**"), issuable by the Company pursuant to the Company's 2018 Employee Share Incentive Plan and the 2021 Global Share Plan (together, the "**Plans**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plans. We have also reviewed copies of the second amended and restated memorandum and articles of association of the Company adopted by special resolution passed on 20 December 2022 and effective on 27 January 2023 (the "**Memorandum and Articles**"), and the written resolutions of the then sole director of the Company passed on 31 May 2022, the written resolutions of the then sole shareholder of the Company passed on 31 May 2022, and the written resolutions of the board of directors of the Company passed on 29 March 2023 (together, the "**Resolutions**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
 2. When issued and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.
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In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Act (As Revised) of the Cayman Islands (the “**Companies Act**”), the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the memorandum and articles of association of the Company effective at the relevant time and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out above, and (h) upon the issue of any Shares, the Company will receive consideration which shall be not less than the par value of such Shares.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP
Maples and Calder (Hong Kong) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of QuantaSing Group Limited of our report dated September 29, 2022, except for the effects of updating the convenience translation discussed in Note 2(e) to the consolidated financial statements, as to which the date is December 20, 2022, relating to the financial statements, which appears in the Registration Statement on Form F-1 (No. 333-268907) of QuantaSing Group Limited.

/s/PricewaterhouseCoopers Zhong Tian LLP
Beijing, the People's Republic of China
March 30, 2023

Calculation of Filing Fee Tables

FORM S-8
(Form Type)

QuantaSing Group Limited

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title ⁽¹⁾	Fee Calculation Rule	Amount Registered ⁽²⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A ordinary shares, par value \$0.0001 per share	Rule 457(h)	18,496,751 ⁽³⁾	\$ 0.1863	\$ 3,445,944.71	\$ 0.0001102	\$ 379.74
Equity	Class A ordinary shares, par value \$0.0001 per share	Rule 457(c) and (h)	19,743,994 ⁽⁴⁾	\$ 3.9133	\$ 77,264,829.85	\$ 0.0001102	\$ 8,514.58
Total Offering Amounts					\$80,710,774.56		\$ 8,894.33
Total Fees Previously Paid							\$ 9,000.00
Total Fee Offsets							\$ 0
Net Fee Due							\$ 0

- (1) The Class A ordinary shares of QuantaSing Group Limited (the “Registrant”) registered hereunder are represented by the Registrant’s American depositary shares (“ADSs”), each representing three Class A ordinary shares, par value \$0.0001 per share. The registrant’s ADSs issuable upon deposit of the Class A ordinary shares have been registered under a separate registration statement on Form F-6 (333-268984).
- (2) Represents Class A ordinary shares which are issuable upon exercise of options and pursuant to other awards granted under the 2018 Share Incentive Plan and 2021 Share Incentive Plan (together, the “Share Incentive Plans”) of the Registrant. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement is deemed to cover an indeterminate number of Class A ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the Share Incentive Plans.
- (3) Represents Class A ordinary shares which are issuable upon the exercise of outstanding options previously granted under the Share Incentive Plans as of the date of this registration statement and the corresponding proposed maximum offering price per share represents the weighted average of the exercise price of options which have been already granted and are outstanding under the Share Incentive Plans.
- (4) Represents Class A ordinary shares to be issued pursuant to the Share Incentive Plans. The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on US\$11.74 per ADS, the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Market on March 29, 2023.
- (5) Any Class A ordinary share covered by an award granted under the Share Incentive Plans (or portion of an award) that is forfeited, cancelled or otherwise expired for any reason without having been exercised shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A ordinary shares which may be issued under the Share Incentive Plans.