

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

UP FINTECH HOLDING 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 Number)

**1 Raffles Place, #35-61 One Raffles Place
Singapore (048616)
Telephone: +86-10-56216660**

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

Amended and Restated 2019 Performance Incentive Plan
(Full title of the plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
Telephone: (302) 738-6680**

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

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 the 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

**Copies to:
Sara von Althann
Sidley Austin LLP
1501 K Street, N.W.
Washington, DC 20005
+1 202 736 8000**

EXPLANATORY NOTE

This registration statement (the “Registration Statement”) is being filed by UP Fintech Holding Limited, a Cayman Islands holding company (the “Registrant”), for the purpose of registering an additional 193,757,354 class A ordinary shares that may be issued, in the aggregate, under the UP Fintech Holding Limited Amended and Restated 2019 Performance Incentive Plan (the “2019 Performance Incentive Plan”). The Registrant previously filed with the Securities and Exchange Commission (the “Commission”) (i) on June 3, 2019 a registration statement on Form S-8 (SEC File No. 333-231894) (the “Original Registration Statement”) and (ii) on September 1, 2021 a registration statement on Form S-8 (SEC File No. 333-259241) (the “2021 Registration Statement”) and, together with the Original Registration Statement, the “Prior Registration Statements”) registering class A ordinary shares issuable under the UP Fintech Holding Limited Share Incentive Plan and the UP Fintech Holding Limited 2019 Performance Incentive Plan. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except for Items 3 and 8, which are being updated by this Registration Statement.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

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 of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants covered by the 2019 Performance Incentive Plan, as specified by Rule 428(b)(1) under the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Registrant filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

(1) The Registrant’s annual report on Form 20-F for the year ended December 31, 2022 (File No. 001-38833), filed with the Commission on April 26, 2023; and

(2) The description of the Registrant’s class A ordinary shares and the Registrant’s American depository shares contained in its Registration Statement on Form 8-A (File No. 001-38833) filed with the Commission on March 11, 2019, pursuant to Section 12(b) 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 and American depository shares set forth under “Description of Share Capital” in the Form F-1, and any other amendment or report filed for the purpose of updating such description, including the description contained in Exhibit 2.1 to the Registrant’s annual report on Form 20-F for the year ended December 31, 2019 (File No. 001-38833), filed with the Commission on April 29, 2020.

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 later 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 8. Exhibits.

Exhibit Number	Description of Document
4.1	Fourth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1, as amended (File No. 333-229808))
4.2	Registrant's Specimen of Class A Ordinary Share Certificate (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-229808))
4.3	Deposit Agreement among the Registrant, Deutsche Bank Trust Company Americas as depositary, and the holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder dated March 19, 2019 (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-231894) filed with the Commission on June 3, 2019
5.1*	Opinion of Conyers Dill & Pearman regarding the validity of the class A ordinary shares being registered
10.1	UP Fintech Holding Limited Amended and Restated 2019 Performance Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form S-8 (File No. 333-259241), filed with the Commission on September 1, 2021
23.1*	Consent of KPMG Huazhen LLP, an independent registered public accounting firm
23.2*	Consent of Conyers Dill & Pearman (included as part of Exhibit 5.1)
24.1*	Powers of Attorney (included on signature page hereto)
107*	Calculation of Filing Fee Table

* 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 Singapore on December 22, 2023.

UP FINTECH HOLDING LIMITED

By: /s/ Tianhua Wu

Name: Tianhua Wu

Title: Chief Executive Officer and Director

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Tianhua Wu and John Fei Zeng, and each of them, acting individually and without the other, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Tianhua Wu</u> Tianhua Wu	Chief Executive Officer and Director (Principal Executive Officer)	December 22, 2023
<u>/s/ John Fei Zeng</u> John Fei Zeng	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	December 22, 2023
<u>/s/ Lei Fang</u> Lei Fang	Director	December 22, 2023
<u>/s/ Jian Liu</u> Jian Liu	Director	December 22, 2023
<u>/s/ Chia Hung Yang</u> Chia Hung Yang	Director	December 22, 2023

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 UP Fintech Holding Limited, has signed this registration statement in Newark, Delaware, United States of America on December 22, 2023.

Authorized U.S. Representative

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director, Puglisi & Associates

22 December, 2023

Matter No.: 837883
Doc Ref: 109492538
852 2842 9556 / 2842 9580
Christopher.Bickley@conyers.com
Ryan.McConvey@conyers.com

UP Fintech Holding Limited
Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
KY1-1104
Cayman Islands

Dear Sirs,

Re: **UP Fintech Holding Limited (the “Company”)**

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 filed by the Company with the United States Securities and Exchange Commission (the “**Commission**”) on or about the date hereof (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 of an aggregate of [193,757,354] class A ordinary shares, par value US\$0.00001 per share (the “**Shares**”) to be issued pursuant to the UP Fintech Holding Limited Amended and Restated 2019 Performance Incentive Plan adopted on 21 February, 2019 and amended and restated as of 24 May, 2021 (the “**Plan**”, 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 and relied upon copies of the following documents:

- (i) the Registration Statement; and
- (ii) the Plan.

We have also reviewed and relied upon (1) the Fourth Amended and Restated Memorandum and Articles of Association of the Company adopted by special resolution on 21 February, 2019 with effect from 22 March, 2019, (2) copies of the written resolutions of the directors of the Company passed on 21 February, 2019 and minutes of a meeting of the directors of the Company held on 24 May, 2021 and the minutes of an extraordinary general meeting of the shareholders of the Company held on 21 February, 2019 containing resolutions approving the adoption of the Plan (collectively, the “**Resolutions**”), (3) a certificate of good standing of the Company dated 20 December, 2023 (the “**Certificate Date**”) and (4) such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies of documents (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) the accuracy and completeness of all factual representations made in the Registration Statement, the Plans and other documents reviewed by us, (c) that

the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (d) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (e) that upon issue of any shares by the Company upon exercise of the options granted under the Plan, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (f) the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with the Commission, (g) that on the date of issuance of any of the Shares, the Company will have sufficient authorised but unissued Shares, and (h) that on the date of issuance of any award under the Plan, the Company will be able to pay its liabilities as they become due.

We express no opinion with respect to the issuance of Shares pursuant to any provision of the Plan that purports to obligate the Company to issue Shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Act (the “**Act**”), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Act.
2. The Shares, when issued and paid for in accordance with the Plan, will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue or holding of such shares).

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

Conyers Dill & Pearman

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 26, 2023, with respect to the consolidated financial statements of UP Fintech Holding Limited and the effectiveness of internal control over financial reporting incorporated herein by reference.

/s/ KPMG Huazhen LLP
KPMG Huazhen LLP

Beijing, China

December 22, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)

UP Fintech Holding 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),(3)}	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽⁴⁾
Equity	Class A ordinary shares, par value US\$ 0.00001 per share	Rule 457(c) and Rule 457(h)	193,757,354	US\$ 0.2733	US\$ 52,955,176.56	0.00014760	US\$ 7,816.18
Total Offering Amounts					US\$ 52,955,176.56		US\$ 7,816.18
Total Fee Offsets							—
Net Fee Due							US\$ 7,816.18

- (1) The class A ordinary shares of UP Fintech Holding Limited (the “Registrant”) registered hereunder are represented by the Registrant’s American depositary shares (“ADSs”), with each ADS representing 15 class A ordinary shares, par value US\$ 0.00001 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-6EF (No. 333-253916).
- (2) Represents class A ordinary shares reserved for future award grants under the UP Fintech Holding Limited Amended and Restated 2019 Performance Incentive Plan (the “2019 Performance Incentive Plan”). The number of class A ordinary shares available for issuance under the 2019 Performance Incentive Plan is subject to increase annually on the date determined by the board of directors of the Registrant of each fiscal year, beginning with the fiscal year ending December 31, 2022, in an amount equal to 1.5% of the total share capital on December 31 of the immediately preceding calendar year, or such lesser number of Class A ordinary shares as determined by the board of directors of the Registrant, and continuing as long as the unissued shares reserved under 2019 Performance Incentive Plan account for less than ten percent (10%) of the total then issued and outstanding shares, with such annual increase equal to 1.5% of the total share capital on December 31 of the immediately preceding calendar year (the “Evergreen Increase”). Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2019 Performance Incentive Plan. Any class A ordinary shares covered by an award granted under the 2019 Performance Incentive Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of class A ordinary shares that may be issued under the 2019 Performance Incentive Plan.
- (3) These shares are being registered on this registration statement to cover the additional Class A ordinary shares that may be issued under the 2019 Performance Incentive Plan pursuant to Evergreen Increase. To the extent that the actual number of shares that may be offered pursuant to the 2019 Performance Incentive Plan exceeds the number of shares registered on this Registration Statement, the Registrant will file a new registration statement to register additional shares.

- (4) The proposed maximum offering price per share, which is estimated solely for the purpose of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant's class A ordinary shares represented by ADS as quoted on the Nasdaq Global Select Market on December 20, 2023.
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