
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Gridsum Holding Inc.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State of incorporation or organization)

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

**Jade Palace Hotel Office Building, 8th Floor
76 Zhichun Road, Haidian District
Beijing 100086
People's Republic of China
(86-10) 8261-9988**

(Address of principal executive offices, including Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
American depositary shares, each representing one Class B ordinary share Class B ordinary shares, par value US\$ 0.001 per share*	The NASDAQ Stock Market LLC The NASDAQ Stock Market LLC*

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form relates: **333-213348** (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

* Not for trading, but only in connection with the listing of the American depositary shares on The NASDAQ Stock Market LLC. The American depositary shares represent Class B ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American depositary shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the securities being registered will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form F-1 (File No. 333-213348) relating to such securities, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description contained therein is incorporated herein by reference. Copies of such description will be filed with The NASDAQ Global Market.

Item 2. Exhibits.

No exhibits are required to be filed as the securities being registered on this form (1) are being registered on an exchange on which no other securities of the Registrant are registered, and (2) are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Gridsum Holding Inc.

By: /s/ Guosheng Qi_____

Name: Guosheng Qi

Title: Chief Executive Officer and Chairman

Dated: September 9, 2016