
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM F-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Gridsum Holding Inc.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands (State or other jurisdiction of incorporation or organization)	7372 (Primary Standard Industrial Classification Code Number)	Not Applicable (I.R.S. Employer Identification Number)
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Jade Palace Hotel Office Building, 8th Floor
76 Zhichun Road
Haidian District, Beijing 100086
People's Republic of China
(86-10) 8261-9988

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

Law Debenture Corporate Services Inc.
4th Floor, 400 Madison Avenue
New York, New York 10017
(212) 750-6474

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

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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. 333-213348

If 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered ⁽¹⁾⁽³⁾	Proposed maximum offering price per share ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee ⁽⁴⁾
Class B ordinary shares, US\$0.001 par value per share ⁽²⁾⁽³⁾	204,999	US\$13.00	US\$2,664,987	US\$268.37

- (1) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.
- (2) Includes Class B ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public, and also includes Class B ordinary shares that may be purchased by the underwriters pursuant to an option to purchase additional shares. These Class B ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) American depositary shares issuable upon deposit of the Class B ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-213560). Each American depositary share represents one Class B ordinary share.
- (4) Pursuant to Rule 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 Registration Statement No. 333-213348. A total of 7,500,001 securities were registered under Registration Statement No. 333-213348. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-213348 exceed 7,705,000.

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. 333-213348) initially filed by Gridsum Holding Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on August 26, 2016, which was declared effective by the Commission on September 22, 2016, 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.

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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on September 22, 2016.

Gridsum Holding Inc.

By: /s/ Guosheng Qi

Guosheng Qi
Chief Executive Officer and Chairman

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Guosheng Qi</u> Guosheng Qi	Chief Executive Officer and Chairman (principal executive officer)	September 22, 2016
<u>/s/ Michael Peng Zhang</u> Michael Peng Zhang	Chief Financial Officer (principal financial and accounting officer)	September 22, 2016
<u>*</u> Guofa Yu	Director	September 22, 2016
<u>*</u> Perry Lin Chui	Director	September 22, 2016
<u>*</u> Xiang Fan	Director	September 22, 2016
<u>*</u> Yanchun Bai	Director	September 22, 2016
<u>*</u> Xudong Gao	Director	September 22, 2016
<u>*</u> Thomas Adam Melcher	Director	September 22, 2016
<u>*</u> Peter Andrew Schloss	Director	September 22, 2016

* By: /s/ Guosheng Qi
Name: Guosheng Qi
Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Gridsum Holding Inc., has signed this registration statement or amendment thereto in New York on September 22, 2016.

Authorized U.S. Representative

By: /s/ GISELLE MANON

Name: Giselle Manon

Title: Service of Process Officer

Law Debenture Corporate Services Inc.

GRIDSUM HOLDING INC.
EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Travers Thorp Alberga regarding the validity of the ordinary shares being registered
23.1	Consent of PricewaterhouseCoopers Zhong Tian LLP, Independent Registered Public Accounting Firm
23.2	Consent of Travers Thorp Alberga (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Gridsum Holding Inc. (Registration No. 333-213348) initially filed with the Securities and Exchange Commission on August 26, 2016)

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To: Gridsum Holding Inc.
Harbour Place 2nd Floor
103 South Church Street
P.O. Box 472, George Town
Grand Cayman KY1-1106
Cayman Islands

22 September 2016

Dear Sirs

Gridsum Holding Inc.

We have acted as Cayman Islands legal advisers to Gridsum Holding Inc. (the “**Company**”) in connection with the Company’s registration statement on Form F-1, including all amendments or supplements thereto (the “**Registration Statement**”), filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933 (the “**Act**”), and the related registration statement filed pursuant to Rule 462(b) of the Act (the “**Rule 462(b) Registration Statement**”), related to the offering and sale of American Depositary Shares representing certain ordinary shares, par value US\$0.001 per share (the “**Shares**”).

This opinion is given as Exhibit 5.1 to the Rule 462(b) Registration Statement, and in accordance with the terms of the Legal Matters section thereof.

1 Documents Reviewed

For the purposes of this opinion we have reviewed originals, copies, drafts or conformed copies of the documents listed in Schedule 1 to this opinion, being all of the documents necessary to form our opinion. Defined terms shall have the meanings set out in Schedule 1 or in the Registration Statement.

2 Assumptions

The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director’s Certificate, as to matters of fact, and the Certificate of Good Standing without further verification and have relied upon the following assumptions, which we have not independently verified:

2.1 copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals;

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Cayman Islands & British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners: Richard Thorp, Everton
Robertson (England & Wales), Jos Briggs (England & Wales),
Lucy Nicklas (New South Wales, Australia), Julie Engwirda

- 2.2 the genuineness of all signatures and seals;
- 2.3 there is no contractual or other prohibition (other than as may arise by virtue of the laws of the Cayman Islands) binding on the Company or on any other party prohibiting it from entering into and performing its obligations.

3 Opinions

The following opinions are given only as to matters of Cayman Islands law and we have assumed that there is nothing under any other law that would affect or vary the following opinions. Based upon, and subject to, the foregoing assumptions, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 the Company has been duly incorporated and is validly existing and in good standing under the laws of the Cayman Islands;
- 3.2 Immediately upon the completion of the Company's initial public offering of American Depositary Shares representing the Shares, the authorized share capital of the Company is US\$200,000 divided into (i) 20,000,000 class A ordinary shares with a par value of US\$0.001 each and (ii) 180,000,000 class B ordinary shares with a par value of US\$0.001 each;
- 3.3 the issue and allotment of the Shares as contemplated by the Rule 462(b) Registration Statement have been duly authorised by the board, and when issued by the Company against payment in full of the consideration, in accordance with the terms set out in the Rule 462(b) Registration Statement and duly registered in the Company's Register of Members, such Shares will be validly issued, fully paid and non-assessable; and
- 3.4 the statements under the caption "Taxation" in the prospectus forming part of the Rule 462(b) Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and such statements constitute our opinion.

4 Qualifications

This opinion is subject to the qualification and limitation that under the Companies Law (2013) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as prima facie evidence of any matters which the Company Law (2013 Revision) 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).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions the subject of this opinion. We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) 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 or incorporated by reference in the Rule 462(b) Registration Statement. In providing our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

/s/ TRAVERS THORP ALBERGA
TRAVERS THORP ALBERGA

SCHEDULE 1

List of Documents Reviewed

- 1 The Certificate of Incorporation dated 21 July 2014;
 - 2 the register of members of the Company;
 - 3 the register of directors of the Company;
 - 4 the Fifth Amended and Restated Memorandum and Articles of Association of the Company as conditionally adopted by a special resolution passed on 2 February 2016 and effective immediately upon completion of the Company's IPO (the "**Post-IPO M&A**");
 - 5 the minutes of a meeting of the board of directors of the Company held on 2 February 2016 (the "**IPO Board Resolutions**");
 - 6 the minutes of a meeting of the shareholders of the Company held on 2 February 2016 (the "**Shareholders' Resolutions**", together with the IPO Board Resolutions are referred to as the "**Resolutions**");
 - 7 the certificate of good standing of the Company issued by the Registry of Companies, Cayman Islands on 6 September 2016 (the "**Certificate of Good Standing**");
 - 8 a certificate from a Director of the Company addressed to this firm, a copy of which is attached hereto (the "**Director's Certificate**"); and
 - 9 the Registration Statement and the Rule 462(b) Registration Statement.
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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated March 9, 2016, except for note 2 (a) and note (d), which is as of August 19, 2016 relating to the financial statements of Gridsum Holding Inc., which appears in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-213348). We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form F-1 (No. 333-213348).

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

September 22, 2016
