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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Gridsum Holding Inc.
(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.)

**South Wing, High Technology Building
No. 229 North 4th Ring Road
Haidian District, Beijing 100083
People's Republic of China
(86-10) 8261-9988**
(Address of principal executive offices and zip code)

Gridsum Holding Inc. Equity Incentive Plan
(Full title of the plan)

**Cogency Global Inc.
10 East 40th Street, 10th Floor
New York, New York 10016**
(Name and address of agent for service)

(800) 221-0102
(Telephone number, including area code, of agent for service)

Copies to:

**Michael Peng Zhang
Co-Chief Financial Officer
South Wing, High Technology Building
No. 229 North 4th Ring Road
Haidian District, Beijing 100083
People's Republic of China
(86-10) 8261-9988**

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

Accelerated filer

Non-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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered(2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class B Ordinary Shares, US\$0.001 par value per share, to be issued under Registrant's Equity Incentive Plan	1,314,257 shares ⁽³⁾	\$1.60 ⁽⁴⁾	\$2,102,811.20	
Total	1,314,257 shares	—	\$2,102,811.20	\$254.87

- (1) These shares may be represented by the Registrant's American depositary shares, or ADSs, each of which represents one Class B ordinary share. The ADSs have been registered under a registration statement on Form F-6 (File No. 333-213560).
- (2) Pursuant to Rule 416(a), this registration statement includes an indeterminate number of additional shares that may be issued to prevent dilution from stock splits, stock dividends or similar transactions.
- (3) Represents an automatic increase to the number of shares available for issuance under the Gridsum Holding Inc. Equity Incentive Plan ("Plan"). Shares available for issuance under the Plan were previously registered in a registration statement on Form S-8 filed with the SEC on March 17, 2017 (File No. 333-216798). On January 1, 2018, the number of shares reserved for future issuance under the Plan was increased by 657,009 shares, which equals to 2.5% of the number of the Class B ordinary shares issued and outstanding as of December 31, 2017. On January 1, 2019, the number of shares reserved for future issuance under the Plan was increased by 657,248 shares, which equals to 2.5% of the number of the Class B ordinary shares issued and outstanding as of December 31, 2018.
- (4) Pursuant to Rule 457(c) and Rule 457(h), the proposed maximum offering price per share for such shares is based on the average of the high and low prices for the Registrant's ADSs as quoted on The Nasdaq Stock Market on January 14, 2019.
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REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, the Registrant is filing this registration statement with the Securities and Exchange Commission (“SEC”) to register the offer and sale of 1,314,257 additional Class B ordinary shares under the Gridsum Holding Inc. Equity Incentive Plan (“Plan”), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved for issuance thereunder. This registration statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the SEC on March 17, 2017 (File No. 333-216798).

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Fifth Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form F-1 (File No. 333-213348))
4.2	Specimen Certificate for Class B ordinary shares (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form F-1 (File No. 333-213348))
4.3	Deposit Agreement among the registrant, the depository and all holders and beneficial owners of the American Depositary Shares issued thereunder (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 (File No. 333-216798) filed with the Securities and Exchange Commission on March 17, 2017)
5.1*	Opinion of Travers Thorp Alberga regarding the validity of the Class B ordinary shares being registered
10.1	Gridsum Holding Inc. Equity Incentive Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Report of Foreign Private Issuer on Form 6-K (File No. 001-37871) filed with the Securities and Exchange Commission on March 17, 2017)
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Travers Thorp Alberga (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)

* 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, People's Republic of China, on January 22, 2019.

Gridsum Holding Inc.

By: /s/ Guosheng Qi
Name: Guosheng Qi
Title: Chief Executive Officer and Chairman

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, Mr. Guosheng Qi and Mr. Michael Peng Zhang, each with full power to act alone, as his or her true and lawful attorneys-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 attorneys-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 or she might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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)	January 17, 2019
<u>/s/ Michael Peng Zhang</u> Michael Peng Zhang	Co-Chief Financial Officer (co-principal financial and accounting officer)	January 17, 2019
<u>/s/ Ravi Sarathy</u> Ravi Sarathy	Co-Chief Financial Officer (co-principal financial and accounting officer)	January 17, 2019
<u>/s/ Guofa Yu</u> Guofa Yu	Director	January 17, 2019
<u>/s/ Yanchun Bai</u> Yanchun Bai	Director	January 17, 2019
<u>/s/ Xudong Gao</u> Xudong Gao	Director	January 17, 2019
<u>/s/ Thomas Adam Melcher</u> Thomas Adam Melcher	Director	January 18, 2019
<u>/s/ Peter Andrew Schloss</u> Peter Andrew Schloss	Director	January 18, 2019
<u>/s/ Xiang Fan</u> Xiang Fan	Director	January 18, 2019

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

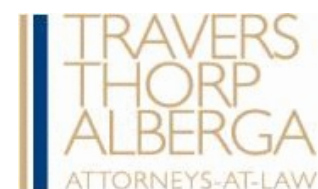
Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Gridsum Holding Inc., has signed this Registration Statement or amendment thereto in New York on January 22, 2019.

COGENCY GLOBAL, INC.

By: /s/ Siu Fung Ming

Name: Siu Fung Ming

Title: Assistant Secretary



Office: +852 2801 6066
Mobile: +852 9718 8740
Email: rthorp@tta.lawyer

Gridsum Holding Inc.
South Wing, High Technology Building
No. 229 North 4th Ring Road
Haidian District, Beijing 100083
People's Republic of China

22 January 2019

Dear Sirs

Gridsum Holding Inc.

We have examined the Registration Statement on Form S-8 to be filed by Gridsum Holding Inc., a Cayman Islands exempted company incorporated with limited liability (the "**Registrant**"), with the Securities and Exchange Commission (the "**Registration Statement**"), relating to the registration under the Securities Act of 1933, as amended, of 1,314,257 Class B ordinary shares, par value US\$0.001 per share, of the Registrant (the "**Shares**") for issuance pursuant to the Gridsum Holding Inc. Equity Incentive Plan (the "**Plan**"), pursuant to the provisions of the Plan providing for an automatic increase in the number of shares reserved for issuance thereunder.

As Cayman Islands counsel to the Registrant, we have examined the corporate authorisations of the Registrant in connection with the Plan and the issue of the Shares by the Registrant and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorizing the issue.

It is our opinion that the Shares to be issued by the Registrant have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the relevant resolutions adopted by the Board of Directors of the Registrant (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Registrant, will be legally issued, fully paid and nonassessable.

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.

Yours faithfully

/s/ TRAVERS THORP ALBERGA
TRAVERS THORP ALBERGA

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www.traversthorpalberga.com Central HONG KONG
Cayman Islands & British Virgin Islands Attorneys-at-Law
Resident Hong Kong Partners:
Richard Thorp, Jos Briggs, Anna Peccarino

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Gridsum Holding Inc. of our report dated January 7, 2019 relating to the consolidated financial statements, which appears in the Annual Report on Form 20-F for the year ended December 31, 2017 of Gridsum Holding Inc.

/s/ Shandong Haoxin Certified Public Accountants Co., Ltd.

Shandong Haoxin Certified Public Accountants Co., Ltd.

Weifang, the People's Republic of China

January 22, 2019