

New Oriental Education & Technology Group Inc.

Form 6-K

February 17, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16 UNDER**

**THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of February 2017**

**Commission File Number: 001-32993**

**NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.**

**No. 6 Hai Dian Zhong Street**

**Haidian District**

**Beijing 100080, People's Republic of China**

**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Explanatory Note:**

As part of the Registrant's efforts to streamline its corporate structure, the Registrant intends to wind up Shanghai Smart Words Software Technology Co., Ltd. ( "Shanghai Smart Words" ), a wholly-owned subsidiary of the Registrant in China and a company currently without business operations. Accordingly, the Registrant has removed Shanghai Smart Words as a party to the series of contractual arrangements (the "VIE Agreements" ) whereby the Registrant, through its subsidiaries, controls and consolidates Beijing New Oriental Education & technology (Group) Co., Ltd. The rights and obligations of Shanghai Smart Words under the VIE Arrangements have been assumed by Beijing Decision Education & Consulting Co., Ltd., another wholly-owned subsidiary of the Registrant, which is an existing party to the VIE Agreements. Parties to the VIE Agreements entered into multiple agreements and amendments to effect the foregoing change.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

New Oriental Education & Technology Group  
Inc.

By: /s/ Stephen Zhihui Yang  
Name: Stephen Zhihui Yang  
Title: Chief Financial Officer

Date: February 17, 2017