

YY Inc.
Form F-6
April 30, 2018

As filed with the Securities and Exchange Commission on April 30, 2018 Registration No. 333 -

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM F-6

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES EVIDENCED BY

AMERICAN DEPOSITARY RECEIPTS

YY Inc.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization of issuer)

CITIBANK, N.A.

(Exact name of depositary as specified in its charter)

388 Greenwich Street

New York, New York 10013

(877) 248-4237

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

Law Debenture Corporate Services Inc.

801 2nd Avenue, Suite 403

New York, NY 10017

United States

(212) 750-6474

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

Copies to:

Z. Julie Gao, Esq.

**Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower
The Landmark
15 Queen's Road Central**

**Hong Kong
+852 3740-4700**

Haiping Li, Esq.

**Skadden, Arps, Slate, Meagher & Flom LLP
JingAn Kelly Center, Tower II, 46th Floor
1539 Nanjing West Road
Shanghai 200040, the People's Republic of**

China

+86 (21) 6193-8200

Herman H. Raspé, Esq.

Patterson Belknap Webb

1133 Aenue of the Amer

New York, New York 10

(212) 336-2301

It is proposed that this filing become effective under Rule 466: immediately upon filing.

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box: x

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price**	Amount of Registration Fee
American Depositary Shares (<u>ADS(s)</u>), each ADS representing the right to receive twenty (20) Class A common shares of YY Inc. (the " <u>Company</u> ")	500,000,000 ADSs	\$5.00	\$25,000,000	\$3,112.50

*Each unit represents 100 ADSs.

Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is

**computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of ADSs.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting

pursuant to said Section 8(a), may determine.

i

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Item Number and Caption</u>	<u>Location in Form of American Depository Receipt (“Receipt”) Filed Herewith as Prospectus</u>
1. Name of Depository and address of its principal executive office	<u>Face of Receipt</u> - Introductory Article.
2. Title of Receipts and identity of deposited securities	<u>Face of Receipt</u> - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADSs")	<u>Face of Receipt</u> - Upper right corner.
(ii) The procedure for voting, if any, the deposited securities	<u>Reverse of Receipt</u> - Paragraphs (17) and (18).
(iii) The collection and distribution of dividends	<u>Reverse of Receipt</u> - Paragraph (15).
(iv) The transmission of notices, reports and proxy soliciting material	<u>Face of Receipt</u> - Paragraph (14); <u>Reverse of Receipt</u> – Paragraphs (17) and (18).
(v) The sale or exercise of rights	<u>Reverse of Receipt</u> – Paragraphs (15) and (17). <u>Face of Receipt</u> - Paragraphs (3) and (6);
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	<u>Reverse of Receipt</u> - Paragraphs (15), (17) and (19).
(vii) Amendment, extension or termination of the deposit agreement	<u>Reverse of Receipt</u> - Paragraphs (23) and (24) (no provision for extensions).
(viii) Rights of holders of Receipts to inspect the transfer books of the Depository and the list of holders of ADSs	<u>Face of Receipt</u> - Paragraph (14).

I-1

Location in Form of American

Depository Receipt (“Receipt”)

Filed Herewith as Prospectus

Item Number and Caption

(ix) Restrictions upon the right to deposit or withdraw the underlying securities	<u>Face of Receipt</u> – Paragraphs (2), (3), (4), (6), (7), (9) and (10).
(x) Limitation upon the liability of the Depository	<u>Face of Receipt</u> - Paragraph (8); <u>Reverse of Receipt</u> - Paragraphs (20) and (21).
³ Fees and charges which may be imposed directly or indirectly on holders of ADSs	<u>Face of Receipt</u> - Paragraph (11).

Item 2.	AVAILABLE INFORMATION	<u>Face of Receipt</u> - Paragraph (14).
----------------	-----------------------	--

The Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and submits certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website (www.sec.gov), and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

I-3

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3.

EXHIBITS

Form of Amended and Restated Deposit Agreement, by and among YY Inc. (the “Company”), Citibank, N.A., as (a) depositary (the “Depositary”), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (“Deposit Agreement”). — Filed herewith as Exhibit (a).

(b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. — None.

(c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — None.

(d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).

(e) Certificate under Rule 466. — None.

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. — Set forth on the signature pages hereto.

Item 4.

UNDERTAKINGS

(a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADS thirty (30) days before any change in the fee schedule.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity to be created by the Amended and Restated Deposit Agreement, by and among YY Inc., Citibank, N.A., as depositary, and all Holders and Beneficial Owners of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 30th day of April 2018.

Legal entity created by
the Amended and
Restated Deposit
Agreement under which
the American Depositary
Shares registered
hereunder are to be
issued, each American
Depositary Share
representing the right to
receive twenty (20) Class
A common shares of YY
Inc.

CITIBANK, N.A., solely
in its capacity as
Depositary

By: /s/ Keith Galfo
Name: Keith Galfo
Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, YY Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Guangzhou, China, on April 30, 2018.

YY INC.

By: /s/ David Xueling Li

Name: David Xueling Li

Title: Authorized Signatory

II-4

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of **David Xueling Li and Bing Jin** to act as his/her true and lawful attorney-in-fact and agent, with full power of substitution, for him/her and in his/her name, place and stead, in any and all such capacities, to sign any and all amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 s/he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his/her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on April 30, 2018.

<u>Signature</u>	<u>Title</u>
/s/ David Xueling Li David Xueling Li	Chairman of the Board and Acting Chief Executive Officer (principal executive officer)
/s/ Bing Jin Bing Jin	Chief Financial Officer (principal financial and accounting officer)
/s/ Qin Liu Qin Liu	Director
/s/ Peter Andrew Schloss Peter Andrew Schloss	Director
/s/ Peng T. Ong Peng T. Ong	Director

Signature

Title

/s/ Richard Weidong Ji Director
Richard Weidong Ji

/s/ David Tang Director
David Tang

II-6

SIGNATURE OF LDCS INC. AS AN AUTHORIZED REPRESENTATIVE OF THE REGISTRANT IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of YY Inc., has signed this Registration Statement in New York on April 30, 2018.

**Law Debenture Corporate
Services Inc. (LDCS INC.)**

Authorized U.S. Representative

By: /s/ Giselle Manon

Name: Giselle Manon

Title: Service of Process Officer

Index to Exhibits

<u>Exhibit Document</u>	<u>Sequentially Numbered Page</u>
(a) Form of Amended and Restated Deposit Agreement	
(d) Opinion of counsel to the Depositary	