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

Schedule 13G

Under the Securities Exchange Act of 1934

ATIF HOLDINGS LIMITED.
(Name of Issuer)

Ordinary Shares, par value \$0.001 per share
(Title of Class of Securities)

G0602B209
(CUSIP Number)

April 16, 2024
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons:

Jinglin Lu

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization:

USA

5. Sole Voting Power

1,092,512

6. Shared Voting Power

0

Number of
Shares
Beneficially
Owned by Each
Reporting
Person With

7. Sole Dispositive Power

1,092,512

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,092,512

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

☐

11. Percent of Class Represented by Amount in Row (9)

9.47%⁽¹⁾

12. Type of Reporting Person (See Instructions)

IN

(1) Based on **9,627,452** shares of Common Stock of the Issuer issued and outstanding as of March 13, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 18, 2024.

Item 1.

- (a) Name of Issuer: **ATIF HOLDINGS LIMITED**
- (b) Address of Issuer's Principal Executive Offices: **25391 Commercentre Dr., Ste 200, Lake Forest, CA 92630**

Item 2.

- (a) Name of Person Filing **Jinglin Lu**
- (b) Address of Principal Business Office or, if none, Residence: **7134 Sapri Pl, Rancho Cucamonga, CA 91701**
- (c) Citizenship: **USA**
- (d) Title of Class of Securities: **Ordinary Shares, par value \$0.001 per share**
- (e) CUSIP Number: **G0602B209**

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- | | |
|---|---------------------------|
| (a) Amount beneficially owned: | 1,092,512 |
| (b) Percent of class: | 9.47% ⁽¹⁾ |
| (c) Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote. | See Item 5 of cover page. |
| (ii) Shared power to vote or to direct the vote. | See Item 6 of cover page. |
| (iii) Sole power to dispose or to direct the disposition of. | See Item 7 of cover page. |
| (iv) Shared power to dispose or to direct the disposition of. | See Item 8 of cover page. |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

- (1) Based on 9,627,452 shares of Common Stock of the Issuer issued and outstanding as of March 13, 2024, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on March 18, 2024.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 30, 2024

/s/ Jinglin Lu

Signature

Name: Jinglin Lu

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)