

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Liu Jun</u> (Last) (First) (Middle) <u>C/O ATIF HOLDINGS LIMITED</u> <u>25391 COMMERCENTRE DR., STE 200</u> (Street) <u>LAKE FOREST CA</u> <u>92630</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ATIF Holdings Ltd [ATIF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	04/30/2024		A		384,478	A	\$349,875 ⁽⁴⁾	442,448	D ⁽³⁾	
Ordinary Shares								3,440,860	I ⁽¹⁾	By Tianzhen Investments Limited ⁽¹⁾⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Liu Jun</u> (Last) (First) (Middle) <u>C/O ATIF HOLDINGS LIMITED</u> <u>25391 COMMERCENTRE DR., STE 200</u> (Street) <u>LAKE FOREST CA</u> <u>92630</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Tianzhen Investments Ltd</u> (Last) (First) (Middle) <u>C/O ATIF HOLDINGS LIMITED</u> <u>25391 COMMERCENTRE DR., STE 200</u> (Street) <u>LAKE FOREST CA</u> <u>92630</u> (City) (State) (Zip)

Explanation of Responses:

1. Represents shares of the Issuer's ordinary shares directly held by Tianzhen Investments Limited ("Tianzhen"). Mr. Jun Liu is the sole director and shareholder of Tianzhen and may be deemed to beneficially own such ordinary shares.
2. Mr. Jun Liu disclaims beneficial ownership of these shares, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of such reported shares by Mr. Liu for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or for any other purpose.
3. As of the date of this report, Mr. Jun Liu directly holds 442,448 shares of the Issuer's ordinary shares. Tianzhen disclaims beneficial ownership of these shares, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of such reported shares by Tianzhen for purposes of Section 16 of the Exchange Act or for any other purpose.
4. On April 29, 2024, ATIF Holdings Limited entered into a deferred salary conversion agreement ("Agreement") with Mr. Jun Liu, the president, chief executive officer and chairman of the board of directors of the ATIF Holdings Limited. Pursuant to the Agreement, ATIF Holdings Limited agreed to issue and Mr. Liu agreed to accept 384,478 ordinary shares ("Deferred Salary Debt Shares"), \$0.001 par value, in lieu of an unpaid salary of \$349,875 owed to Mr. Liu, at a per share price of \$0.91, which was the Nasdaq consolidated closing bid price per share of the Company's ordinary shares on April 29, 2024.

<u>/s/ Jun Liu</u>	<u>05/02/2024</u>
<u>/s/ Tianzhen Investments Limited, by: Jun Liu, Sole Director*</u>	<u>05/02/2024</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.