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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**ATIF Holdings Limited**

(Exact name of registrant as specified in its charter)

**British Virgin Islands**

(State of incorporation or organization)

**Not Applicable**

(I.R.S. Employer Identification No.)

**Room 3803,  
Dachong International Centre, 39 Tonggu Road  
Nanshan district, Shenzhen, China**  
(Address of principal executive offices)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class to be so registered**

**Ordinary Shares, par value US\$0.001 per share**

**Name of each exchange which  
each class is to be registered**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates: \_\_\_\_\_(if applicable)

Securities Act registration statement file number to which this form relates: **333-228750**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

A description of the ordinary shares, par value US\$0.001 per share (the "Ordinary Shares") of ATIF Holdings Limited, a British Virgin Islands company (the "Registrant") is set forth under the heading "Description of Share Capital" contained in the Registrant's registration statement on Form F-1 (File No. 333-228750), as initially filed with the Securities and Exchange Commission (the "Commission") on December 11, 2018, as subsequently amended (the "Registration Statement"), and in the prospectus included in the Registration Statement filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which shall be deemed to be incorporated by reference herein.

### Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ATIF Holdings Limited**

Date: April 18, 2019

By: /s/ Qiuli Wang

Name: Qiuli Wang

Title: Chief Executive Officer & Chairman of the Board of Directors

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