

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
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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> <hr/> (Last) (First) (Middle) C/O ATIF HOLDINGS LIMITED 25391 COMMERCENTRE DR., STE 200 <hr/> (Street) LAKE FOREST CA 92630 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2022	3. Issuer Name and Ticker or Trading Symbol <u>ATIF Holdings Ltd [ ATIF ]</u>	
		4. 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) Chief Executive Officer	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/01/2022
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	3,440,860	I <sup>(1)</sup>	By Tianzhen Investments Limited <sup>(1)(2)</sup>
Ordinary Shares	57,970	D <sup>(3)</sup>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>Liu Jun</u> <hr/> (Last) (First) (Middle) C/O ATIF HOLDINGS LIMITED 25391 COMMERCENTRE DR., STE 200 <hr/> (Street) LAKE FOREST CA 92630 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Tianzhen Investments Ltd</u> <hr/> (Last) (First) (Middle) C/O ATIF HOLDINGS LIMITED 25391 COMMERCENTRE DR., STE 200 <hr/> (Street) LAKE FOREST CA 92630
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(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 shares of ordinary shares by Tianzhen.
2. Mr. Jun Liu disclaim 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. Mr. Jun Liu directly holds 57,970 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.

**Remarks:**

This Amendment No. 1 on Form 3/A (this "Amendment No. 1") is being filed by Mr. Jun Liu and Tianzhen to amend their Initial Statement of Beneficial Ownership of Securities on Form 3 filed on August 1, 2022, (the "Original Report"), solely to correct a clerical error in the number of ordinary shares beneficially owned by the Reporting Person at the time of filing the Original Report. \*Mr. Jun Liu, is signing on behalf of (i) himself as an individual Reporting Person and (ii) Tianzhen Investments Limited, in his capacity as sole director.

/s/ Jun Liu 01/20/2023

/s/ Tianzhen Investments  
Limited, by: Jun Liu, Sole 01/20/2023  
Director\*

\*\* 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 5 (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.**