

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 21, 2023**

ATIF HOLDINGS LIMITED

(Exact name of registrant as specified in its charter)

British Virgin Islands (State or Other Jurisdiction of Incorporation)	001-38879 (Commission File Number)	Not Applicable (IRS Employer Identification No.)
25391 Commercentre Dr., Ste 200, Lake Forest, CA (Address of Principal Executive Offices)		92630 (Zip Code)

646-828-8710

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Ordinary Shares, \$0.001 par value	ATIF	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On March 21, 2023, ATIF Holdings Limited (the “Company”) issued a press release announcing the Company’s financial results for the three months ended January 31, 2023. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Current Report, including the exhibits hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 2.02 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document filed by the Company with the Securities and Exchange Commission, whether made before or after the date of this report, regardless of any general incorporation language in such filing (or any reference to this Current Report on Form 8-K generally), except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Exhibit Description
10.1	Press Release for financial results
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATIF Holdings Limited

By: /s/ Jun Liu

Jun Liu,
Chief Executive Officer

Dated: March 24, 2023

ATIF Releases First Quarter Financial Report, Achieving First-time Profit in US Business

LAKE FOREST, Calif., March 21, 2023 /PRNewswire/ -- ATIF Holdings Limited (NASDAQ: ATIF), hereafter referred to as “the Company” or “ATIF,” is pleased to announce its first-quarter financial report, which showed growth in the first quarter. As the pandemic subsides, our net revenue has significantly increased to \$0.8 million in the second quarter of this year (November 1, 2022, to January 31, 2023) from a net loss of \$1.3 million for the same period last year (November 1, 2021, to January 31, 2022).

Our success is largely due to our strategic transformation, as we have gradually shifted our main business to the North American region, with the US market becoming our primary service market. As our US business continues to expand, it has driven the high- growth of our IPO consulting business, and we are pleased to see our scale effect gradually becoming apparent.

Jun Liu, President, Chairman of the Board, and CEO of ATIF, commented: “Over the past quarter, we have actively responded to various changes in the macroeconomic environment and continuously strengthened our ability to create value for customers, always focusing on long-term strategies.”

About ATIF

ATIF Holdings Limited (NASDAQ: ATIF) is a Lake Forest-based business consulting company that specializes in providing professional IPO, M&A advisory, and post-IPO compliance services to small and medium-sized companies seeking to go public on a stock exchange in the United States. The company has a proven track record in successfully delivering comprehensive U.S. IPO consulting services to clients primarily in the United States but also internationally. The mission of ATIF is to provide one-stop, comprehensive consulting services that guide clients through the complex and often challenging process of going public. ATIF recognizes the complexity and challenges associated with the process of going public, and endeavors to simplify it while ensuring optimal outcomes for its clients through its comprehensive consulting services. ATIF has been awarded the “Golden Bauhinia Award”, the highest award in the financial and securities industry in Hong Kong, for “Top 10 Best Listed Companies”.

Forward-Looking Statements

Certain statements in this press release are “forward-looking statements” within the meaning of the “safe Harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this press release, “estimated,” “projected,” Words such as “expect”, “anticipate”, “predict”, “plan”, “intend”, “believe”, “seek”, “may”, “will”, “should”, “future”, “propose” and variations of these words or similar expressions (or the opposite of such words or expressions) are intended to identify forward-looking statements. These forward-looking statements do not guarantee future performance, conditions or results and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company’s control and may cause actual results or achievements to differ materially from those discussed in the forward-looking statements. Important factors include future financial and operating results, including revenues, income, expenses, cash balances and other financial items; Ability to manage growth and expansion; Current and future economic and political conditions; The ability to compete in industries with low barriers to entry; The ability to obtain additional financing to fund capital expenditure in the future. Ability to attract new customers and further enhance brand awareness; Ability to hire and retain qualified management and key staff; Trends and competition in the financial advisory services industry; Pandemic or epidemic disease; Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, the Company cannot assure you that such expectations will turn out to be correct, and the Company cautions you that actual results may differ materially from the expected results expressed or implied by the forward-looking statements we make. You should not interpret forward-looking statements as predictions of future events. Forward-looking statements represent only the beliefs and assumptions of our management as of the date such statements are made. The above forward-looking statements are made as of the date of this press release.