

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**360 Finance, Inc.**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**China Diamond Exchange Center, Building B**  
**No. 555 Pudian Road, No. 1701 Century Avenue**  
**Pudong New Area, Shanghai 200122**  
**People's Republic of China**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Share Incentive Plan**  
(Full title of the plan)

**Cogency Global Inc.**  
**122 East 42<sup>nd</sup> Street, 18<sup>th</sup> Floor**  
**New York, NY 10168**  
**+1 800 221 0102**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Emerging growth company

Accelerated filer

Non-accelerated filer   
Smaller reporting 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 7(a)(2)(B) of the Securities Act.

**Copies to:**

**Jiang Wu, Chief Financial Officer**  
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## EXPLANATORY NOTE

360 Finance, Inc. (the “Registrant”) is filing this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on June 3, 2019, File No. 333-231892 (the “2019 Form S-8”), with respect to the Registrant’s class A ordinary shares, par value \$0.00001 per share (the “Ordinary Shares”), thereby registered for offer or sale pursuant to the Registrant’s Share Incentive Plan (the “2018 Plan”). A total of 35,000,000 Ordinary Shares were initially registered for issuance under the 2019 Form S-8.

On November 26, 2019, the board of directors of the Registrant adopted the amendment to the 2018 Plan (the “Amendment”). According to the Amendment, the total number of Ordinary Shares issuable under the 2018 Plan has been reduced to 25,336,096. All other terms and conditions of the 2018 Plan remained unchanged.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on December 13, 2019.

### **360 Finance, Inc.**

**By:** /s/ Haisheng Wu  
**Name:** Haisheng Wu  
**Title:** Chief Executive Officer and Director

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Hongyi Zhou</u> Hongyi Zhou	Chairman of the Board of Directors	December 13, 2019
<u>/s/ Haisheng Wu</u> Haisheng Wu	Chief Executive Officer (Principal Executive Officer) and Director	December 13, 2019
<u>/s/ Wei Liu</u> Wei Liu	Director	December 13, 2019
<u>/s/ Fan Zhang</u> Fan Zhang	Director	December 13, 2019
<u>/s/ Gang Xiao</u> Gang Xiao	Director	December 13, 2019
<u>/s/ Yongjin Fu</u> Yongjin Fu	Director	December 13, 2019
<u>/s/ Andrew Y Yan</u> Andrew Y Yan	Director	December 13, 2019
<u>/s/ Eric Xiaohuan Chen</u> Eric Xiaohuan Chen	Director	December 13, 2019
<u>/s/ Jiang Wu</u> Jiang Wu	Chief Financial Officer (Principal Financial and Accounting Officer)	December 13, 2019

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of 360 Finance, Inc., has signed this Post-Effective Amendment No. 1 to Registration Statement in New York, United States of America on December 13, 2019.

**Authorized U.S. Representative**

**Cogency Global Inc.**

**By:** /s/ Richard Arthur

**Name:** Richard Arthur

**Title:** Assistant Secretary