
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

360 Finance, Inc.
(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)

Cayman Islands (State or other jurisdiction of incorporation or organization)	6199 (Primary Standard Industrial Classification Code Number)	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
+86 21 6151-6360
(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

Cogency Global Inc.
10 E. 40th Street, 10th Floor
New York, New York, 10016
+1 212 947 7200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Z. Julie Gao, Esq.
Skadden, Arps, Slate, Meagher &
Flom LLP
c/o 42/F, Edinburgh Tower, The Landmark
15 Queen's Road
Central, Hong Kong
+852 3740-4700

Haiping Li, Esq.
Skadden, Arps, Slate, Meagher &
Flom LLP
JingAn Kerry Centre, Tower II, 46th Floor
1539 Nanjing West Road
Shanghai 200040
People's Republic of China
+86 (21) 6193 8200

David T. Zhang, Esq.
Steve Lin, Esq.
Kirkland & Ellis International LLP
c/o 26/F, Gloucester Tower, The Landmark
15 Queen's Road Central
Hong Kong
+852 3761-3300

Approximate date of commencement of proposed sale to the public: as soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-232259

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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. o

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Class A ordinary shares, par value US\$0.00001 per share(1)	4,850,440	\$5.00	\$24,252,200.00	\$2,939.37

(1) American depositary shares issuable upon deposit of class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-228343). Each American depositary share represents two class A ordinary shares.

(2) Includes class A ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These class A ordinary shares are not being registered for the purpose of sales outside the United States.

(3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(a) under the Securities Act of 1933.

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-232259) initially filed by 360 Finance, Inc. (the "Company") with the United States Securities and Exchange Commission (the "Commission") on June 21, 2019, which was declared effective by the Commission on June 26, 2019, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

Exhibit Index

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the Class A ordinary shares being registered
23.1	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered public accounting firm
23.2	Consent of Maples and Calder (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of 360 Finance, Inc. (File No. 333-232259) initially filed with the Securities and Exchange Commission on June 21, 2019)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on June 27, 2019.

360 Finance, Inc.

By: /s/ JUN XU

Name: Jun Xu

Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this 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>
* _____ Hongyi Zhou	Chairman of the Board of Directors	June 27, 2019
/s/ JUN XU _____ Jun Xu	Director and Chief Executive Officer (Principal Executive Officer)	June 27, 2019
* _____ Wei Liu	Director	June 27, 2019
* _____ Fan Zhang	Director	June 27, 2019
* _____ Gang Xiao	Director	June 27, 2019
* _____ Yongjin Fu	Director	June 27, 2019
* _____ Yunfan Zhang	Director	June 27, 2019
/s/ JIANG WU _____ Jiang Wu	Chief Financial Officer (Principal Financial and Accounting Officer)	June 27, 2019

*By: /s/ JUN XU

Name: Jun Xu
Attorney-in-fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of 360 Finance, Inc. has signed this registration statement or amendment thereto in New York on June 27, 2019.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ RICHARD ARTHUR

Name: Richard Arthur

Title: *Assistant Secretary on behalf of Cogency
Global Inc.*

QuickLinks

[EXPLANATORY NOTE](#)

[Exhibit Index](#)

[SIGNATURES](#)

[SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES](#)



Our ref VSL/741985-000001/14916650v1

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

27 June 2019

Dear Sirs

360 Finance, Inc.

We have acted as Cayman Islands legal advisers to 360 Finance, Inc. (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date, and the related registration statement filed pursuant to Rule 462(b) of the U.S. Securities Act of 1933, as amended (the "**Rule 462(b) Registration Statement**"), relating to the offering by certain shareholders (the "**Selling Shareholders**") of certain American depository shares (the "**ADSs**") representing the Company's Class A ordinary shares of par value US\$0.00001 each (the "**Shares**").

We are furnishing this opinion as Exhibits 5.1 and 23.2 to the Rule 462(b) Registration Statement.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents and such other documents as we have deemed necessary in order to render the opinions below:

- 1.1 The certificate of incorporation of the Company dated 27 April 2018 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The second amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 22 October 2018 and effective immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares (the "**IPO Memorandum and Articles**").

Maples and Calder (Hong Kong) LLP

53rd Floor The Center 99 Queen's Road Central Hong Kong

Tel +852 2522 9333 Fax +852 2537 2955 maples.com

Resident Hong Kong Partners: Mark Western (British Virgin Islands), Anthony B. Webster (Cayman Islands), Michelle Lloyd (Ireland)

Greg Knowles (British Virgin Islands), John Trehey (New Zealand), Ann Ng (Victoria (Australia)), Stacey Overholt (British Virgin Islands)

Nick Harrold (England and Wales), Terence Ho (New South Wales (Australia)), Justin Pennay (Cayman Islands), L.K. Kan (England and Wales)

W.C. Pao (England and Wales), Richard Spooner (England and Wales), Sharon Yap (New Zealand), Aisling Dwyer (British Virgin Islands)

Matthew Roberts (Western Australia (Australia)), Everton Robertson (England and Wales)

Cayman Islands Attorneys at Law | British Virgin Islands Solicitors | Irish Solicitors

- 1.3 The written resolutions of the directors of the Company dated 20 June 2019 (the “**Directors’ Resolutions**”).
- 1.4 A certificate from a director of the Company, a copy of which is attached hereto (the “**Director’s Certificate**”).
- 1.5 A certificate of good standing dated 19 June 2019, issued by the Registrar of Companies in the Cayman Islands (the “**Certificate of Good Standing**”).
- 1.6 The Registration Statement.

2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director’s Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$50,000 divided into 5,000,000,000 shares comprising of (i) 4,900,000,000 Class A Ordinary Shares of a par value of US\$0.00001 each, (ii) 50,000,000 Class B Ordinary Shares of a par value of US\$0.00001 each, and (iii) 50,000,000 shares of a par value of US\$0.00001 each of such class or classes (however designated) as the board of directors may determine in accordance with the IPO Memorandum and Articles.
- 3.3 The Shares offered by the Selling Shareholders are legally issued and allotted and (assuming the purchase price therefor has been paid in full) fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).

3.4 The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 Qualifications

In this opinion the phrase “non-assessable” means, with respect to the Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP
Encl

Director's Certificate

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act 1933, as amended, of our report dated April 26, 2019 relating to the combined and consolidated financial statements and financial statement schedule of 360 Finance, Inc. (which report expresses an unqualified opinion and includes (1) an emphasis paragraph referring to the presentation of the combined and consolidated financial statements, and (2) explanatory paragraphs referring to the change in method of accounting for revenue recognition and the translation of Renminbi amounts to U.S. dollar amounts for the convenience of the readers), appearing in the Registration Statement on Form F-1 (File No. 333-232259) (the “Earlier Effective Registration Statement”).

We also consent to the reference to us under the heading of “Experts” in the Earlier Effective Registration Statement.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, China

June 27, 2019
