

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **June 8, 2023**

DATASEA INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38767

(Commission File Number)

45-2019013

(IRS Employer
Identification No.)

**20th Floor, Tower B, Guorui Plaza
1 Ronghua South Road Technological Development Zone,
Beijing, People's Republic of China 100176**

(Address of principal executive offices)

Registrant's telephone number, including area code: (+86) **10-56145240**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- 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(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	DTSS	The NASDAQ Stock Market LLC

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 3.01. Notice of Delisting or Failure to Satisfy Continued Listing Rule or Standard; Transfer of Listing.

Nasdaq Deficiency Letter

As disclosed on a Current Report on Form 8-K filed on December 14, 2022, on December 9, 2022, Datasea Inc. (the "Company") received a deficiency letter from the Listing Qualifications Department (the "Staff") of the Nasdaq Stock Market ("Nasdaq") notifying the Company that, for the preceding 30 consecutive business days, the Company's Market Value of Listed Securities ("MVLS") was below the \$35 million minimum requirement for continued inclusion on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(b)(2) (the "MVLS Requirement").

Therefore, in accordance with Nasdaq Listing Rule 5810(c)(3)(C) (the "Rule"), the Company was provided 180 calendar days, or until June 7, 2023, to regain compliance with the MVLS Requirement.

Nasdaq Delisting Notice

On June 8, 2023, the Company received a letter from Nasdaq indicating that the Company had not regained compliance with the Rule. Accordingly, its securities will be delisted from Nasdaq. In that regard, unless the Company requests an appeal of that determination, trading of the Company's common stock will be suspended at the opening of business on June 20, 2023, and a Form 25-NSE will be filed with the Securities and Exchange Commission (the "SEC"), which will remove the Company's securities from listing and registration on Nasdaq.

The Company intends on requesting an appeal of the delisting determination.

SIGNATURES

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