

S-8 1 ea0205133-s8\_datasea.htm REGISTRATION STATEMENT

As filed with the Securities and Exchange Commission on May 3, 2024

Registration No. 333-

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**DATASEA, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**45-2019013**

(I.R.S. Employer  
Identification Number)

**20th Floor, Tower B, Guorui Plaza  
1 Ronghua South Road  
Technological Development Zone  
Beijing, People’s Republic of China 100176  
+86 10-56145240**

(Address of Principal Executive Offices, including zip code)

**2018 EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**Zhixin Liu, President and Chief Executive Officer  
20th Floor, Tower B, Guorui Plaza,1 Ronghua South Road  
Technological Development Zone  
Beijing, People’s Republic of China 100176  
+86 10-56145240**

With a copy to:

**Datasea Acoustics LLC  
8 The Green, Ste A,  
Dover, Kent, Delaware 19901  
+1 267 992 2826**

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

Copies to:

**Mark Crone, Esq.  
Eleanor Osmanoff, Esq.  
The Crone Law Group, P.C.  
420 Lexington Avenue, Suite 2446  
New York, NY 10170  
646-861-7891**

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. (Check one):

- Large accelerated filer
- Accelerated filer
- Non-accelerated filer
- Smaller Reporting Company
- 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 7(a)(2)(B) of the Securities Act.



## EXPLANATORY NOTE

This registration statement on Form S-8 (the “Registration Statement”) is being filed by Datasea, Inc. (the “Company,” the “Registrant,” “we” or “our”), for the purpose of registering an additional 1,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”) reserved for issuance under the Company’s 2018 Equity Incentive Plan, as amended (the “2018 Plan”). Unless noted otherwise, all references to the number of shares of Common stock and per share information in this Registration Statement have been adjusted retroactively to reflect the 1:15 reverse stock split of the Company’s Common Stock that became effective on January 19, 2024.

The 2018 Plan was adopted on August 22, 2018, by the Board of Directors and stockholders of the Company, and authorized for issuance 4,000,000 (pre-split) or 266,667 (post-split) shares of Common Stock, subject to adjustments in the event of certain reorganizations, mergers, combinations, recapitalizations, share splits, share dividends, or other similar events which change the number or kind of shares outstanding. The 2018 Plan was amended by the Company’s stockholders on April 28, 2022, and June 2023, increasing the shares of Common Stock reserved for issuance under the 2018 Plan to 933,333 and 1,600,000, respectively.

This Registration Statement intends to register the offer and sale of 1,000,000 remaining shares of Common Stock available for issuance under the 2018 Plan as a result of the amendments thereto, and relates to the registration of the same class of securities of the Company as to which a registration statement on Form S-8 dated June 15, 2020, registering 266,667 shares of Common Stock, and a registration statement on Form S-8 dated October 26, 2023, registering 333,333 shares of Common Stock (the “Prior Registration Statements”), were filed with the Securities and Exchange Commission (the “Commission”). This Registration Statement is filed pursuant to Instruction E of the General Instructions to Form S-8 regarding the registration of additional securities. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statements, to the extent relating to the registration of shares of Common Stock under the 2018 Plan and, except as otherwise set forth in this Registration Statement, are incorporated by reference herein. This Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933, as amended (the “Securities Act”).

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## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The SEC allows us to “incorporate by reference” into this prospectus the documents we file with, or furnish to, them, which means that we can disclose important information to you by referring you to these documents. The information that we incorporate by reference into this prospectus forms a part of this prospectus, and information that we file later with the SEC automatically updates and supersedes any information in this prospectus. We incorporate by reference into this prospectus the documents listed below:

- The Company’s Annual Report on [Form 10-K](#) for the year ended June 30, 2023 (filed on September 27, 2023);
- The Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended [September 30, 2022](#) (filed on November 14, 2022); [December 31, 2022](#) (filed on February 13, 2023); [March 31, 2023](#) (filed on May 15, 2023); [September 30, 2023](#) (filed on November 13, 2023), and [December 31, 2023](#) (filed on February 13, 2024);
- The Company’s Current Reports on Form 8-K filed on [September 30, 2022](#); [November 15, 2022](#); [December 14, 2022](#); [February 16, 2023](#); [May 22, 2023](#); [June 13, 2023](#); [June 15, 2023](#); [June 20, 2023](#); [August 2, 2023](#); [August 7, 2023](#); [August 11, 2023](#); [August 16, 2023](#); [August 16, 2023](#); [August 22, 2023](#); [September 13, 2023](#); [September 13, 2023](#); [September 14, 2023](#); [September 27, 2023](#); [October 5, 2023](#); [October 19, 2023](#); [January 18, 2024](#); [January 23, 2024](#); [February 7, 2024](#); and [April 9, 2024](#).
- The Company’s Definitive Proxy Statement on [Schedule 14A](#) for the 2023 annual meeting of stockholders filed with the SEC on April 27, 2023;
- The Company’s Preliminary Information Statement on [Schedule 14C](#), filed with the Commission on June 13, 2023. The Company’s Definitive Information Statement on [Schedule 14C](#), filed with the Commission on July 7, 2023; and
- The Company’s Definitive Proxy Statement on [Schedule 14A](#) for the 2024 annual meeting, filed with the Commission on April 24, 2024.

All other reports and documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

**ITEM 8. INDEX TO EXHIBITS.**

<b><i>Exhibit</i></b>	<b><i>Description</i></b>
5.1*	<a href="#">Opinion of The Crone Law Group, P.C.</a>
23.1*	<a href="#">Consent of Kreit &amp; Chiu CPA LLP (formerly Paris Kreit &amp; Chiu CPA LLP)*</a>
23.2*	<a href="#">Consent of The Crone Law Group, P.C. (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the Signature Page to this Registration Statement)</a>
99.1	<a href="#">The 2018 Equity Incentive Plan of Datasea, Inc., as amended (incorporated herein by reference to Exhibit 10.1 of the Form 8-K filed with the SEC on June 20, 2023).</a>
107*	<a href="#">Filing Fee Table</a>

\* Filed herewith

## 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 this Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beijing, People's Republic of China, on May 2, 2024.

Datasea, Inc.

By: /s/ Zhixin Liu

Zhixin Liu

Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Zhixin Liu, as his true and lawful attorneys-in-fact and agents, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this registration statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents and in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all his or her said attorneys-in-fact and agents or any of them or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original, but which taken together shall constitute one instrument. 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 indicated on May 2, 2024.

### SIGNATURE

### TITLE

/s/ Zhixin Liu

Zhixin Liu

Chairman, President and Chief Executive Officer  
(Principal Executive Officer);

/s/ Mingzhou Sun

Mingzhou Sun

Chief Financial Officer  
(Principal Financial and Accounting Officer)

/s/ Fu Liu

Fu Liu

Director

/s/ Michael J. Antonoplos

Michael J. Antonoplos

Director

/s/ Stephen (Chun Kwok) Wong

Stephen (Chun Kwok) Wong

Director

/s/ Yan Yang

Yan Yang

Director