

SEC Form 4

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Liu Zhixin</u> (Last) (First) (Middle) <u>20TH FLOOR, TOWER B, GUORUI PLAZA</u> <u>1 RONGHUA SOUTH RD, TECH. DEV. ZONE</u> (Street) <u>BEIJING</u> <u>F4</u> <u>100176</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DATASEA INC.</u> [DTSS] 3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2024		A		22,000 ⁽¹⁾	A	\$0.99	674,955	D	
Common Stock	03/19/2024		A		48,612 ⁽²⁾	A	\$0.23	723,567	D	
Common Stock	06/13/2024		A		75,000 ⁽¹⁾	A	\$5.13	798,567	D	
Common Stock	06/13/2024		A		12,342 ⁽²⁾	A	\$5.13	810,909	D	
Common Stock	08/06/2024		A		45,000 ⁽¹⁾	A	\$4.94	855,909	D	
Common Stock	08/19/2024		A		398,925 ⁽³⁾	A	\$2.1	1,254,834	D	
Common Stock	10/15/2024		A		690,080 ⁽⁴⁾	A	\$2.06	1,944,914	D	
Common Stock	11/19/2024		A		45,000 ⁽¹⁾	A	\$2.36	1,989,914	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. The Reporting Person was issued shares of the Issuer's common stock as compensation in lieu of cash.
2. The Reporting Person was issued shares of the Issuer's common stock as payment of accrued and unpaid salary.
3. On August 9, 2024, the Issuer entered into an intellectual property purchase agreement with the Reporting Person, under which the Reporting Person transferred two intangible assets (software copyrights) personally owned by the Reporting Person to the Issuer. In consideration for the transfer, the Issuer granted the Reporting Person 398,925 shares of common stock.
4. Pursuant to a Subscription Agreement, dated September 27, 2024, the Issuer agreed to sell, and the Reporting Person agreed to purchase, an aggregate of 690,080 shares of common stock at a purchase price of \$2.06 per share (the "Purchase Price"). The Purchase Price was equal to the closing price of the common stock on The Nasdaq Capital Market on September 26, 2024, and was payable within 15 business days of September 27, 2024. On October 15, 2024, the Issuer received the Purchase Price from the Reporting Person.

/s/ Zhixin Liu 03/25/2025
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.