

As filed with the Securities and Exchange Commission on July 10, 2018

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

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**CLPS Incorporation**

(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 No.)

**c/o 2nd Floor, Building 18, Shanghai Pudong Software Park  
498 Guoshoujing Road, Pudong, Shanghai 201203  
People's Republic of China**

(Address of principal executive offices, including zip code)

**CLPS Incorporation 2017 Equity Incentive Plan  
(the "2017 Equity Incentive Plan")**

(Full title of the plan)

**Raymond Ming Hui Lin, Chief Executive Officer  
c/o 2nd Floor, Building 18, Shanghai Pudong Software Park  
498 Guoshoujing Road, Pudong, Shanghai 201203  
People's Republic of China  
Tel: (+86) 21-31268010**

With a copy to:

**VCorp Services, LLC  
25 Robert Pitt Drive, Suite 204,  
Monsey, NY 10952  
Telephone: (888) 528-2677**

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

**Copies to:**

**Ralph V. De Martino, Esq.  
Alec Orudjev, Esq.  
Schiff Hardin LLP  
901 K Street, Suite 700  
Washington, DC 20001  
tel: (202) 724-6800**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a 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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price(2)</b>	<b>Amount of registration fee</b>
Shares, par value \$0.0001	2,210,000	\$ 10.79	\$ 23,845,900	\$ 2,968.81

(1) Represents 2,210,000 shares to be issued pursuant to the CLPS Incorporation 2017 Equity Incentive Plan adopted by the Board of Directors of the Company (the "2017 Equity Incentive Plan").

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low selling prices of the Company's common stock as reported on the Nasdaq Stock Market on July 9, 2018.

---

---

## EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant in accordance with the requirements of Form S-8 under the Securities Act in order to register 2,210,000 shares issuable pursuant to the CLPS Incorporation 2017 Equity Incentive Plan adopted by the Board of Directors of the Company (the "2017 Equity Incentive Plan").

---

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

---

\* The documents containing the information specified in this Part I of Form S-8 (Plan Information and Registration Information and Employee Plan Annual Information) will be sent or given to recipients of the grants under the CLPS Incorporation 2017 Equity Incentive Plan adopted by the Board of Directors of the Company (the "2017 Equity Incentive Plan") as specified by the Commission pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Such documents are not required to be and are not filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. The Registrant will provide a written statement to participants advising them of the availability without charge, upon written or oral request, of the documents incorporated by reference in Item 3 of Part II hereof and including the statement in the preceding sentence. The written statement to all participants will indicate the availability without charge, upon written or oral request, of other documents required to be delivered pursuant to Rule 428(b), and will include the address and telephone number to which the request is to be directed.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

CLPS Incorporation (the “Company”) is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the “1934 Act”) and, accordingly, files periodic reports and other information with the Commission. Reports, proxy statements and other information concerning the Company filed with the Commission may be inspected and copies may be obtained (at prescribed rates) at the Commission’s Public Reference Section, Room 1024, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The Commission also maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including the Company. The address for the Commission’s Web site is “<http://www.sec.gov>”. The following documents are incorporated by reference in this Registration Statement:

- (a) The Company’s interim financial information contained in Exhibit 99.1 of the Current Report on Form 6-K furnished to the Commission on June 27, 2018,
- (b) The Company’s Current Reports on Form 6-K furnished to the Commission on May 31, June 11 and June 20, 2018, respectively; and
- (c) The description of the Company’s Shares contained in Item 1 of the registration statement on Form 8-A12B (File No. 001-38505) filed with the Commission on May 22, 2018.

Except to the extent such information is deemed furnished and not filed pursuant to securities laws and regulations, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and, to the extent specifically designated therein, reports on Form 6-K furnished by the Company to the Commission, in each case, subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under this Registration Statement have been sold, or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing or furnishing of such documents.

Any statement contained herein or in a document all or a portion of which is 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 contained herein or in any other subsequently filed document which 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 be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

None.

**Item 6. Indemnification of Directors and Officers.**

The Companies Law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our memorandum and articles of association permit indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such unless such losses or damages arise from dishonesty of such directors or officers willful default of fraud. This standard of conduct is generally the same as permitted under the Delaware General Corporation Law for a Delaware corporation. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

For a list of all exhibits filed or included as part of this Registration Statement, see "Index to Exhibits" at the end of this Registration Statement.

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

\*\*\*\*\*

## 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 S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the People's Republic of China, on July 10, 2018.

### CLPS Incorporation

Date: July 10, 2018

By: /s/ Raymond Ming Hui Lin  
Raymond Ming Hui Lin  
Chief Executive Officer, Director  
(Principal Executive Officer)

Date: July 10, 2018

By: /s/ Tian van Acken  
Tian van Acken  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Raymond Ming Hui Lin, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and any subsequent registration statements pursuant to Rule 462 of the Securities Act of 1933 and to file the same, with all exhibits thereto, and other documents 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 might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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>
<u>/s/ Xiao Feng Yang</u> Xiao Feng Yang	Chairman, President and Director	July 10, 2018
<u>/s/ Raymond Ming Hui Lin</u> Raymond Ming Hui Lin	Chief Executive Officer and Director (Principal Executive Officer)	July 10, 2018
<u>/s/ Tian van Acken</u> Tian van Acken	Chief Financial Officer (Principal Accounting and Financial Officer)	July 10, 2018
<u>/s/ Jin He Shao</u> Jin He Shao	Independent Director	July 10, 2018
<u>/s/ Kewei Huang</u> Kewei Huang	Independent Director	July 10, 2018
<u>/s/ Kathryn Amooi</u> Kathryn Amooi	Independent Director	July 10, 2018

## EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
4.1	<a href="#">Specimen share certificate (1).</a>
5.1	<a href="#">Opinion of Ogier.</a>
10.1	<a href="#">2017 Equity Incentive Plan (1).</a>
23.1	<a href="#">Consent of Friedman LLP.</a>
24.1	<a href="#">Power of Attorney (included on signature page hereof).</a>

(1) Incorporated by reference to exhibits of the same number filed with CLPS Incorporation's Registration Statement on Form F-1 or amendments thereto (File No. 333-223956).



**CLPS Incorporation**

c/o - Ogier Global (Cayman) Limited  
 89 Nexus Way, Camana Bay  
 Grand Cayman KY1-9009  
 Cayman Islands

**D +852 3656 6054**

**E nathan.powell@ogier.com**

Reference: NMP/FYC/173339.00002

10 July 2018

Dear Sirs

**CLPS Incorporation (the Company)**

We have acted as Cayman Islands counsel to the Company in connection with the Company's registration statement on Form S-8, including all amendments or supplements thereto (the **Form S-8**), as filed with the United States Securities and Exchange Commission (the **Commission**) under the United States Securities Act 1933, as amended (the **Act**) on or about the date hereof. The Form S-8 relates to the Company's 2017 Equity Incentive Plan adopted by the board of directors of the Company (the **2017 Equity Incentive Plan**).

Unless a contrary intention appears, all capitalised terms used in this opinion have the respective meanings set forth in the Documents. A reference to a Schedule is a reference to a schedule to this opinion and the headings herein are for convenience only and do not affect the construction of this opinion.

**1 Documents examined**

For the purposes of giving this opinion, we have examined originals, copies, or drafts of the following documents (the **Documents**):

- (a) the certificate of incorporation of the Company dated 11 May 2017 issued by the Registrar of Companies of the Cayman Islands (the **Registrar**);
- (b) the amended and restated memorandum and articles of association of the Company adopted by special resolutions of the Company dated 7 December 2017 (respectively, the **Memorandum** and the **Articles**);
- (c) a certificate of good standing dated 25 May 2018 (the **Good Standing Certificate**) issued by the Registrar in respect of the Company;
- (d) a copy of the register of directors of the Company as at 25 May 2018 (the **ROD**);
- (e) a copy of the register of members of the Company as at 25 May 2018 (the **ROM**, and together with the ROD, the **Registers**);

**Ogier**

British Virgin Islands, Cayman Islands,  
 Guernsey, Jersey and Luxembourg  
 practitioners

Floor 11 Central Tower  
 28 Queen's Road Central  
 Central  
 Hong Kong

T +852 3656 6000

F +852 3656 6001

**ogier.com**

**Partners**

Nicholas Plowman  
 Nathan Powell  
 Ray Ng  
 Kate Hodson  
 Anthony Oakes  
 Oliver Payne  
 James Bergstrom  
 Marcus Leese

- (f) the Form S-8;
- (g) a copy of the written resolutions of the board of directors dated 18 November 2017 and 4 July 2018 (the **Board Resolutions**); and
- (h) a copy of the 2017 Equity Incentive Plan.

## 2 Assumptions

In giving this opinion we have relied upon the assumptions set forth in this paragraph 2 without having carried out any independent investigation or verification in respect of those assumptions:

- (a) all original documents examined by us are authentic and complete;
  - (b) all copy documents examined by us (whether in facsimile, electronic or other form) conform to the originals and those originals are authentic and complete;
  - (c) all signatures, seals, dates, stamps and markings (whether on original or copy documents) are genuine;
  - (d) each of the Good Standing Certificate, the Registers and the 2017 Equity Incentive Plan is accurate and complete as at the date of this opinion;
  - (e) the Memorandum and Articles provided to you are in full force and effect and have not been amended, varied, supplemented or revoked in any respect;
  - (f) all copies of the Form S-8 are true and correct copies and the Form S-8 conform in every material respect to the latest drafts of the same produced to us and, where the Form S-8 has been provided to us in successive drafts marked-up to indicate changes to such documents, all such changes have been so indicated;
  - (g) the Board Resolutions remains in full force and effect and each of the directors of the Company has acted in good faith with a view to the best interests of the Company and has exercised the standard of care, diligence and skill that is required of him or her in approving the 2017 Equity Incentive Plan and no director has a financial interest in or other relationship to a party of the transactions contemplated by the 2017 Equity Incentive Plan which has not been properly disclosed in the Board Resolutions;
  - (h) neither the directors and shareholders of the Company have taken any steps to wind up the Company or to appoint a liquidator of the Company and no receiver has been appointed over any of the Company's property or assets;
  - (i) the maximum number of shares which the Company is required to issue under the 2017 Equity Incentive Plan to fulfil its obligation is 2,210,000 shares of US\$0.0001 par value each of the Company (the **ESOP Shares**) and the consideration payable for each ESOP Shares shall be no less than the par value of US\$0.0001 each; and
  - (j) there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein.
-

### 3 Opinions

On the basis of the examinations and assumptions referred to above and subject to the limitations and qualifications set forth in paragraph 4 below, we are of the opinion that:

#### Corporate status

- (a) The Company has been duly incorporated as an exempted company and is validly existing and in good standing with the Registrar. It is a separate legal entity and is subject to suit in its own name.

#### Authorised Shares

- (b) Based solely on the Memorandum, the authorised share capital of the Company is US\$10,000 divided into 100,000,000 shares of US\$0.0001 par value.

#### Valid Issuance of ESOP Shares

- (c) The ESOP Shares to be issued under the 2017 Equity Incentive Plan have been duly authorised by all necessary corporate action of the Company under the Memorandum and Articles and, upon the issuance and delivery of the ESOP Shares in accordance with the Memorandum and Articles, Board Resolutions and the terms of the 2017 Equity Incentive Plan and once consideration of not less than the par value is paid per share to the Company, the ESOP Shares will be duly authorized, validly issued, fully paid and non-assessable. Once the register of members has been updated to reflect the issuance, the shareholders recorded in the register of members will be deemed to have legal title to the shares set against their respective name.

### 4 Limitations and Qualifications

#### 4.1 We offer no opinion:

- (a) as to any laws other than the laws of the Cayman Islands, and we have not, for the purposes of this opinion, made any investigation of the laws of any other jurisdiction, and we express no opinion as to the meaning, validity, or effect of references in the 2017 Equity Incentive Plan to statutes, rules, regulations, codes or judicial authority of any jurisdiction other than the Cayman Islands; or
- (b) except to the extent that this opinion expressly provides otherwise, as to the commercial terms of, or the validity, enforceability or effect of the Form S-8, the accuracy of representations, the fulfilment of warranties or conditions, the occurrence of events of default or terminating events or the existence of any conflicts or inconsistencies among the Form S-8 and any other agreements into which the Company may have entered or any other documents.

4.2 Under the Companies Law (Revised) (**Companies Law**) of the Cayman Islands annual returns in respect of the Company must be filed with the Registrar of Companies in the Cayman Islands, together with payment of annual filing fees. A failure to file annual returns and pay annual filing fees may result in the Company being struck off the Register of Companies, following which its assets will vest in the Financial Secretary of the Cayman Islands and will be subject to disposition or retention for the benefit of the public of the Cayman Islands.

4.3 In **good standing** means only that as of the date of this opinion the Company is up-to-date with the filing of its annual returns and payment of annual fees with the Registrar of Companies. We have made no enquiries into the Company's good standing with respect to any filings or payment of fees, or both, that it may be required to make under the laws of the Cayman Islands other than the Companies Law.

---

**5 Governing law of this opinion**

5.1 This opinion is:

- (a) governed by, and shall be construed in accordance with, the laws of the Cayman Islands;
- (b) limited to the matters expressly stated in it; and
- (c) confined to, and given on the basis of, the laws and practice in the Cayman Islands at the date of this opinion.

5.2 Unless otherwise indicated, a reference to any specific Cayman Islands legislation is a reference to that legislation as amended to, and as in force at, the date of this opinion.

**6 Reliance**

We hereby consent to the filing of this opinion as an exhibit to the Form S-8.

This opinion may be used only in connection with the Form S-8 while the 2017 Equity Incentive Plan is effective.

Yours faithfully

/s/ Ogier

---

**FRIEDMAN LLP<sup>®</sup>**

ACCOUNTANTS AND ADVISORS

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the CLPS Incorporation 2017 Equity Incentive Plan of our report dated December 8, 2017, except for Notes 1, 2, 17 and 18 which are dated March 27, 2018 on the consolidated financial statements of CLPS Incorporation and Subsidiaries as June 30, 2017 and 2016 for the years then ended.

/s/ Friedman LLP

New York, New York  
July 10, 2018

1700 Broadway, New York, NY 10019 p 212.842.7000 f 212.842.7001

[friedmanllp.com](http://friedmanllp.com)

Your livelihood, empowered.

An Independent Member Firm of DFK with offices worldwide. 