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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of June 2018

CLPS INCORPORATION
(Translation of registrant's name into English)

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 Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 001-38505.

EXPLANATORY NOTE

This Report of Foreign Private Issuer on Form 6-K filed by CLPS Incorporation (together with our subsidiaries, unless the context indicates otherwise, “we,” “us,” “our,” or the “Company”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to future events or the Company’s future financial performance. The Company has attempted to identify forward-looking statements by terminology including “anticipates,” “believes,” “expects,” “can,” “continue,” “could,” “estimates,” “intends,” “may,” “plans,” “potential,” “predict,” “should” or “will” or the negative of these terms or other comparable terminology. These statements are only predictions, uncertainties and other factors may cause the Company’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. The information in this Report on Form 6-K is not intended to project future performance of the Company. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company does not guarantee future results, levels of activity, performance or achievements. The Company expectations are as of the date this Form 6-K is filed, and the Company does not intend to update any of the forward-looking statements after the date this Report on Form 6-K is filed to confirm these statements to actual results, unless required by law.

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CLPS INCORPORATION
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	As of March 31, 2018	As of June 30, 2017
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,900,656	\$ 4,814,568
Accounts receivable, net	14,832,141	6,644,774
Prepayments, deposits and other assets, net	1,219,124	578,391
Prepaid income tax	151,276	169,557
Amount due from related parties	87,098	118,006
Total Current Assets	19,190,295	12,325,296
Property and equipment, net		
Intangible assets, net	371,524	273,347
Goodwill	288,291	305,464
Prepayments, deposits and other assets, net	210,838	195,080
Equity investment	125,928	123,783
Deferred tax assets	95,654	-
	382,745	298,953
Total Assets	\$ 20,665,275	\$ 13,521,923
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other current liabilities	\$ 696,481	\$ 239,165
Short-term bank loans	2,694,258	-
Taxes payable	830,869	640,864
Deferred revenue	131,950	110,631
Customer deposits	759,341	97,740
Salaries and benefits payable	6,863,249	5,392,434
Amounts due to related parties	986,421	1,729,791
Total Current Liabilities	12,962,569	8,210,625
Commitments and Contingencies		
Shareholders' Equity		
Common share, \$0.0001 par value; 100,000,000 shares authorized; 11,290,000 shares issued and outstanding as of March 31, 2018 and June 30, 2017 *		
	1,129	1,129
Additional paid-in capital	7,120,943	7,120,943
Statuary reserves	908,847	680,671
Accumulated deficit	(1,042,994)	(2,521,285)
Accumulated other comprehensive loss	(22,820)	(447,270)
Total CLPS Incorporation's Shareholders' Equity	6,965,105	4,834,188
Non-controlling Interests	737,601	477,110
Total Shareholders' Equity	7,702,706	5,311,298
Total Liabilities and Shareholders' Equity	\$ 20,665,275	\$ 13,521,923

* The shares and per share data are presented on a retroactive basis to reflect the nominal share issuance.

CLPS INCORPORATION
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	For the three months ended		For the nine months ended	
	March 31,		March 31,	
	2018	2017	2018	2017
Revenues	\$ 12,883,298	\$ 7,867,460	\$ 35,083,293	\$ 22,191,398
Less: Cost of revenues	(8,919,509)	(4,961,120)	(22,261,487)	(13,445,017)
Gross profit	<u>3,963,789</u>	<u>2,906,340</u>	<u>12,821,806</u>	<u>8,746,381</u>
Operating expenses:				
Selling and marketing	471,064	426,093	1,603,995	708,711
Research and development	2,251,332	1,226,360	5,814,320	3,233,126
General and administrative	1,079,234	975,907	4,143,466	4,008,496
Total operating expenses	<u>3,801,630</u>	<u>2,628,360</u>	<u>11,561,781</u>	<u>7,950,333</u>
Income from operations	162,159	277,980	1,260,025	796,048
Subsidies and other income	293,076	7,952	659,874	462,961
Other expense	(30,515)	(301)	(43,728)	(2,447)
Income before income tax	424,720	285,631	1,876,171	1,256,562
Provision (benefit) for income taxes	(170,480)	40,535	(44,420)	(13,507)
Net income	595,200	245,096	1,920,591	1,270,069
Less: Net income attributable to non-controlling interests	220,062	5,671	214,124	5,196
Net income attributable to CLPS Incorporation's shareholders	<u>\$ 375,138</u>	<u>\$ 239,425</u>	<u>\$ 1,706,467</u>	<u>\$ 1,264,873</u>
Other comprehensive income (loss)				
Foreign currency translation gain (loss)	\$ 239,523	\$ 62,128	\$ 470,747	\$ (171,697)
Less: foreign currency translation gain (loss) attributable to Non-controlling interests	25,524	3,611	46,297	(3,438)
Other comprehensive income (loss) attributable to CLPS Incorporation's shareholders	<u>\$ 213,999</u>	<u>\$ 58,517</u>	<u>\$ 424,450</u>	<u>\$ (168,259)</u>
Comprehensive income				
CLPS Incorporation shareholders	\$ 589,137	\$ 297,942	\$ 2,130,917	\$ 1,096,614
Non-controlling interest	245,586	9,282	260,421	1,758
	<u>\$ 834,723</u>	<u>\$ 307,224</u>	<u>\$ 2,391,338</u>	<u>\$ 1,098,372</u>
Basic and diluted earnings per common share *	\$ 0.03	\$ 0.02	\$ 0.15	\$ 0.11
Weighted average number of share outstanding – basic and diluted	<u>11,290,000</u>	<u>11,290,000</u>	<u>11,290,000</u>	<u>11,290,000</u>

* The shares and per share data are presented on a retroactive basis to reflect the nominal share issuance.

Third Quarter 2018 Highlights (all comparisons to prior year unless noted)

	Three months ended March 31, 2018 (Unaudited)		Three months ended, March 31, 2017 (Unaudited)		Amount Increase (Decrease)	Percentage Increase (Decrease)
	Amount	As % of Sales	Amount	As % of Sales		
Revenues	\$ 12,883,298	100.0%	\$ 7,867,460	100.0%	\$ 5,015,838	63.8%
Cost of revenues	(8,919,509)	69.2%	(4,961,120)	63.1%	(3,958,389)	79.8%
Gross profit	<u>3,963,789</u>	30.8%	<u>2,906,340</u>	36.9%	<u>1,057,449</u>	36.4%
Operating expenses						
Selling and marketing	471,064	3.7%	426,093	5.4%	44,971	10.6%
Research and development expense	2,251,332	17.5%	1,226,360	15.6%	1,024,972	83.6%
General and administrative expenses	<u>1,079,234</u>	8.4%	<u>975,907</u>	12.4%	<u>103,327</u>	10.6%
Total operating expenses	<u>3,801,630</u>	29.5%	<u>2,628,360</u>	33.4%	<u>1,173,270</u>	44.6%
Income from operations	162,159	1.3%	277,980	3.5%	(115,821)	(41.7%)
Subsidies and other income	293,076	2.3%	7,952	0.1%	285,124	3,585.6%
Other expenses	<u>(30,515)</u>	0.2%	<u>(301)</u>	0.0%	<u>30,214</u>	10,037.9%
Income before income taxes	424,720	3.3%	285,631	3.6%	139,089	48.7%
Provision (benefit) for income taxes	<u>(170,480)</u>	1.3%	<u>40,535</u>	0.5%	<u>(211,015)</u>	(520.6%)
Net income	<u>\$ 595,200</u>	4.6%	<u>\$ 245,096</u>	3.1%	<u>\$ 350,104</u>	142.8%

- Revenues increased by approximately \$5.0 million, or 63.8%, to approximately \$12.9 million for the three months ended March 31, 2018 from approximately \$7.9 million for the three months ended March 31, 2017.

- Net income was approximately \$0.6 million for the three months ended March 31, 2018, an increase of \$0.4 million from \$0.2 million for the three months ended March 31, 2017. For the three months ended March 31, 2018, net income was up because of the subsidies and other income as well as the tax benefit derived from the net operating loss carried forwards.

Third Quarter of 2018 Financial Results

Revenue

For the three months ended March 31, 2018, revenues increased by approximately \$5.0 million, or 63.8%, to approximately \$12.9 million from \$7.9 million for the three months ended March 31, 2017. The overall growth in our revenues reflected an increase in revenues from both of our IT consulting services and customized IT solution services.

	For the three months ended March 31,					
	2018 (Unaudited)		2017 (Unaudited)		Variance	Variance %
	Revenue	% of total Revenue	Revenue	% of total Revenue		
IT consulting services	\$ 12,207,404	94.8%	\$ 7,232,105	91.9%	\$ 4,975,299	68.8%
Customized IT solution services	645,957	5.0%	587,655	7.5%	58,302	9.9%
Other	29,937	0.2%	47,700	0.6%	(17,763)	(37.2%)
Total	<u>\$ 12,883,298</u>	<u>100.0%</u>	<u>\$ 7,867,460</u>	<u>100.0%</u>	<u>\$ 5,015,838</u>	<u>63.8%</u>

For the three months ended March 31, 2018, revenue derived from our IT consulting services increased by 68.8% to \$12.2 million from \$7.2 million for the three months ended March 31, 2017, primarily reflecting the increasing demands for our IT consulting service from banks and other financial institutions. For the three months ended March 31, 2018 and 2017, 47.2% and 49.5% of our IT consulting service revenues were from international banks, respectively. For the three months ended March 31, 2018, we strengthened our expertise in the financial industry to leverage our existing industry knowledge and grew our customer base of local Chinese financial institutions.

For the three months ended March 31, 2018, revenues derived from our customized IT solution services increased by 9.9% to \$0.65 million from \$0.59 million for the period of 2017. Historically, IT consulting services have contributed the substantial majority of our net revenues. In recent years, we started to develop customized IT solution service to small and medium enterprises (“SME”) in China. With the growing demand for our financial IT solution innovations and e-banking technology, our financial IT solutions service provides SMEs affordable integrated technologies that are reshaping our customers’ business and operating models. We plan to expand our financial IT solution service in China, which is driven by the increased adoption of big data, platform engineering for cloud solutions and an expanded range of services, such as artificial intelligence.

Cost of Revenue

Our cost of revenues mainly consists of compensation and benefit expenses for our IT professionals, travel expenses and material costs. Our cost of revenues increased by \$4.0 million or 79.8% to approximately \$8.9 million for the three months ended March 31, 2018 from approximately \$5.0 million for the three months ended March 31, 2017, primarily as a result of increased headcount, expanded office facilities and an increase in depreciation and amortization expenses to enable and match the growth of our business. As a percentage of revenues, our cost of revenues was 69.2% and 63.1% for the three months ended March 31, 2018 and 2017, respectively. Our total number of employees grew from 1,243 employees as of March 31, 2017 to 1,618 employees as of March 31, 2018.

Gross Profit and Gross Margin

Our gross profit increased \$1.1 million, or 36.4%, to approximately \$4.0 million for the three months ended March 31, 2018 from approximately \$2.9 million for the three months ended March 31, 2017. Customized IT solution services contribute favorably to our client retention and understanding of our clients’ businesses, and provide opportunities to cross-sell our other services. Gross margin for the three months ended March 31, 2018 decreased because gross margin of the new projects was lower.

Selling and marketing expenses

Selling and marketing expenses primarily consisted of salary and compensation expenses relating to selling and marketing activities, and also included entertainment, travel and transportation, and other expenses relating to our marketing activities.

Selling and marketing expenses increased by \$44,971 or 10.6% from \$0.4 million for the three months ended March 31, 2017 to \$0.5 million for the three months ended March 31, 2018. The increase was primarily attributable to our expansion of the pre-sales and marketing teams in Shanghai and Dalian in China to support our operations. Accordingly, as a percentage of sales, our selling expenses were 3.7% of revenues for the three months ended March 31, 2018 as compared to 5.4% for the three months ended March 31, 2017. While we expect our selling and marketing expenses to increase as we continue our business expansion, we expect these expenses to remain relatively steady as a percentage of our net revenues to support our business growth in the near future.

Research and development (“R&D”) expenses

R&D expenses primarily consisted of compensation and benefit expenses relating to our research and development personnel as well as office overhead and other expenses relating to our R&D activities. Our R&D expenses increased by \$1.0 million from \$1.2 million for the three months ended March 31, 2017 to \$2.3 million for the three months ended March 31, 2018, representing 17.5% and 15.6% of our total revenues for the three months ended March 31, 2018 and 2017, respectively. The increased R&D expense for the three months ended March 31, 2018 is attributable to the launch of several research projects related to cloud computing and mobile internet applications in fiscal 2018. We expect to increase our investment in research and development to enhance our industry knowledge, improve our competitiveness and enable us to identify attractive market opportunities for new and enhanced services and solutions.

General and administrative expenses

General and administrative expenses primarily consisted of compensation and benefit expenses relating to our finance, legal, human resources and executive office personnel, and included rental expenses, depreciation and amortization expense, office overhead, professional service fees and travel and transportation costs.

General and administrative expenses increased by \$0.1 million or 10.6% from approximately \$1.0 million for the three months ended March 31, 2017 to approximately \$1.1 million for the three months ended March 31, 2018. As a percentage of revenues, general and administrative expenses were 8.4% and 12.4% of our revenue for the three months ended March 31, 2018 and 2017, respectively.

Subsidies and other income

Subsidies and other income primarily included government subsidies which represented amounts granted by local government authorities as a general incentive for us to promote development of the local technology industry. The Company records government subsidies and other income upon receipt and when there is no further performance obligation. Total government subsidies amounted to \$0.3 million and \$7,952 for the three months ended March 31, 2018 and 2017, respectively. The increase in government subsidies for the three months ended March 31, 2018 was because the local governments were in the process of amending the existing subsidy policy and deferred the approvals for government subsidies that are applicable to us. While we expect the continued support of local governments to promote the technology industry, we only record government subsidies and other income when received due to uncertainties.

Income before income taxes

Our income before income taxes was approximately \$0.4 million for the three months ended March 31, 2018, an increase of 48.7% compared with the three months ended March 31, 2017.

Provision (benefit) for income taxes

Our income tax benefit was \$0.2 million for the three months ended March 31, 2018, compared to \$40,535 income tax expense for the three months ended March 31, 2017. The increase of \$0.2 million in deferred tax benefit was mainly because we recognized deferred tax assets as a result of the net operating losses carry forward for some of our subsidiaries.

Net Income

Our net income was approximately \$0.6 million for the three months ended March 31, 2018, an increase of \$0.4 million from \$0.2 million for the three months ended March 31, 2017. The increase in net income was caused by the increase tax benefit of \$0.2 million and the subsidies and other income for the three months ended March 31, 2018 as compared to the period of 2017 as mentioned above.

Other comprehensive income

Foreign currency translation adjustments amounted to a gain of \$0.2 million and \$0.1 million for the three months ended March 31, 2018 and 2017, respectively. The balance sheet amounts with the exception of equity as of March 31, 2018 were translated at 6.2726 RMB to 1.00 USD as compared to 6.8832 RMB to 1.00USD as of March 31, 2017. The equity accounts were stated at their historical rate. The average translation rates applied to the income statements accounts for the three months ended March 31, 2018 and 2017 were 6.3535 RMB to 1.00 USD and 6.8853 RMB to 1.00 USD, respectively. The change in the value of the RMB relative to the U.S. dollar may affect our financial results reported in the U.S. dollar terms without giving effect to any underlying change in our business or results of operation.

Nine Months Ended March 31, 2018 Financial Results

	Nine months ended March 31, 2018 (Unaudited)		Nine months ended March 31, 2017 (Unaudited)		Amount Increase (Decrease)	Percentage Increase (Decrease)
	Amount	As % of Sales	Amount	As % of Sales		
Revenues	\$ 35,083,293	100.0%	\$ 22,191,398	100.0%	\$ 12,891,895	58.1%
Cost of revenues	(22,261,487)	63.5%	(13,445,017)	60.6%	(8,816,470)	65.6%
Gross profit	<u>12,821,806</u>	36.5%	<u>8,746,381</u>	39.4%	<u>4,075,425</u>	46.6%
Operating expenses						
Selling and marketing	1,603,995	4.6%	708,711	3.2%	895,284	126.3%
Research and development expense	5,814,320	16.6%	3,233,126	14.6%	2,581,194	79.8%
General and administrative expenses	4,143,466	11.8%	4,008,496	18.1%	134,970	3.4%
Total operating expenses	<u>11,561,781</u>	33.0%	<u>7,950,333</u>	35.8%	<u>3,611,448</u>	45.4%
Income from operations	1,260,025	3.6%	796,048	3.6%	463,977	58.3%
Subsidies and other income	659,874	1.9%	462,961	2.1%	196,913	42.5%
Other expenses	(43,728)	0.1%	(2,447)	0.0%	41,281	1,687.0%
Income before income taxes	1,876,171	5.3%	1,256,562	5.7%	619,609	49.3%
Benefit for income taxes	(44,420)	0.1%	(13,507)	0.1%	30,913	228.9%
Net income	<u>\$ 1,920,591</u>	5.5%	<u>\$ 1,270,069</u>	5.7%	<u>\$ 650,522</u>	51.2%

- Revenues increased by approximately \$12.9 million, or 58.1%, to approximately \$35.1 million for the nine months ended March 31, 2018 from approximately \$22.2 million for the three months ended March 31, 2017.

- Net income was approximately \$1.9 million for the nine months ended March 31, 2018, an increase of \$0.6 million from \$1.3 million for the nine months ended March 31, 2017. The increase in net income was in line with expansion of our business and increased revenues.

Revenue

Our total revenues increased by approximately \$12.9 million, or 58.1%, to approximately \$35.1 million for the nine months ended March 31, 2018 from approximately \$22.2 million for the nine months ended March 31, 2017. The overall growth in our revenues reflected an increase in revenues from our IT consulting services.

	For the Nine months ended March 31,					
	2018 (Unaudited)		2017 (Unaudited)		Variance	Variance %
	Revenue	% of total Revenue	Revenue	% of total Revenue		
IT consulting services	\$ 33,840,013	96.5%	\$ 20,514,946	92.4%	\$ 13,325,067	65.0%
Customized IT solution services	1,170,177	3.3%	1,348,254	6.1%	(178,077)	(13.2%)
Other	73,103	0.2%	328,198	1.5%	(255,095)	(77.7%)
Total	\$ 35,083,293	100.0%	\$ 22,191,398	100.0%	\$ 12,891,895	58.1%

For the nine months ended March 31, 2018, revenue derived from our IT consulting services increased by 65.0% to \$33.8 million from \$20.5 million for the nine months ended March 31, 2017, primarily reflecting the increasing demands for our IT consulting services from banks and other financial institutions. For the nine months ended March 31, 2018 and 2017, 46.4% and 54.0% of our IT consulting service revenue were from international banks, respectively. For the nine months ended March 31, 2018, we strengthened our expertise in the financial industry to leverage our existing industry knowledge and grew our customer base of local Chinese financial institutions.

Cost of Revenue

Our cost of revenues mainly consists of compensation and benefit expenses for our IT professionals, travel expenses and material costs. Our cost of revenues increased by \$8.8 million or 65.6% to approximately \$22.3 million for the nine months ended March 31, 2018 from approximately \$13.4 million for the nine months ended March 31, 2017, primarily as a result of increased headcount, expanded office facilities and increase of depreciation and amortization expenses to enable and match the growth of our business. As a percentage of revenues, our cost of revenues was 63.5% and 60.6% for the nine months ended March 31, 2018 and 2017, respectively. Our total number of employees grew from 1,243 employees as of March 31, 2017 to 1,618 employees as of March 31, 2018.

Gross Profit and Gross Margin

Our gross profit increased by \$4.1 million, or 46.6%, to approximately \$12.8 million for the nine months ended March 31, 2018 from approximately \$8.7 million for the nine months ended March 31, 2017. Customized IT solution services contribute favorably to our client retention and understanding of our clients' businesses, and provide opportunities to cross-sell our other services. Gross margin for the nine months ended March 31, 2018 decreased compared to the period of 2017 because gross margin of the new projects was lower.

Selling and marketing expenses

Selling and marketing expenses primarily consisted of compensation and benefit expenses relating to our selling and marketing activities, and also included entertainment, travel and transportation, and other expenses relating to our marketing activities.

Selling and marketing expenses increased by \$0.9 million or 126.3% from \$0.7 million for the nine months ended March 31, 2017 to \$1.6 million for the nine months ended March 31, 2018. The increase was primarily attributable to our expansion of the pre-sales and marketing teams in Shanghai and Dalian in China to support our operations. Accordingly, as a percentage of sales, our selling expenses were 4.6% of revenues for the nine months ended March 31, 2018 as compared to 3.2% for the nine months ended March 31, 2017. While we expect our selling and marketing expenses to increase as we continue our business expansion, we expect these expenses to remain relatively steady as a percentage of our net revenues to support our business growth in the near future.

Research and development ("R&D") expenses

R&D expenses primarily consisted of compensation and benefit expenses relating to our research and development personnel as well as office overhead and other expenses relating to our R&D activities. Our R&D expenses increased by \$2.6 million from \$3.2 million for the nine months ended March 31, 2017 to \$5.8 million for the nine months ended March 31, 2018, representing 16.6% and 14.6% of our total revenues for the period of 2018 and 2017, respectively. The increased R&D expense for the nine months ended March 31, 2018 was attributable to the research projects on office automation system and big data platform for decision-making, and projects related to cloud computing and mobile internet applications. We expect to increase our investment in research and development to enhance our industry knowledge, improve our competitiveness and enable us to identify attractive market opportunities for new and enhanced services and solutions.

General and administrative expenses

General and administrative expenses primarily consisted of salary and compensation benefit expenses relating to our finance, legal, human resources and executive office personnel, and included rental expenses, depreciation and amortization expenses, office overhead, professional service fees and travel and transportation costs.

General and administrative expenses increased by \$0.1 million or 3.4% from approximately \$4.0 million for the nine months ended March 31, 2017 to approximately \$4.1 million for the nine months ended March 31, 2018. As a percentage of revenues, general and administrative expenses were 11.8% and 18.1% of our revenue for the nine months ended March 31, 2018 and 2017, respectively.

Subsidies and other income

Subsidies and other income primarily included government subsidies which represented amounts granted by local government authorities as a general incentive for us to promote development of the local technology industry. The Company records government subsidies and other income upon receipt and when there is no further performance obligation. Total government subsidies amounted to \$0.7 million and \$0.5 million for the nine months ended March 31, 2018 and 2017, respectively. While we expect the continued support of local government to promote the technology industry, we only record government subsidies and other income when received due to uncertainties.

Income before income taxes

Our income before income taxes was approximately \$1.9 million for the nine months ended March 31, 2018, an increase of 49.3% compared with the period 2017.

Provision (benefit) for income taxes

Our income tax benefit was \$44,420 for the nine months ended March 31, 2018, compared to \$13,507 income tax benefit for the nine months ended March 31, 2017. The increase of \$30,913 in deferred tax benefit was mainly because we recognized deferred tax assets as a result of the net operating losses carry forward for some of our subsidiaries.

Net Income

Our net income was approximately \$1.9 million for the nine months ended March 31, 2018, an increase of \$0.6 million with \$1.3 million for the nine months ended March 31, 2017. For the nine months ended March 31, 2018, the increase in net income was in line with increased revenues, gross profit and operating expenses as compared to the period of 2017 as mentioned above. Subsidies and other income also contributed to the increase of net income.

Other comprehensive income

Foreign currency translation adjustments amounted to a gain of \$0.5 million for the nine months ended March 31, 2018 and a loss of \$0.2 million for the nine months ended March 31, 2017, respectively. The balance sheet amounts with the exception of equity as of March 31, 2018 were translated at 6.2726 RMB to 1.00 USD as compared to 6.8832 RMB to 1.00 USD as of March 31, 2017. The equity accounts were stated at their historical rate. The average translation rates applied to the income statements accounts for the periods ended March 31, 2018 and 2017 were 6.5453 RMB to 1.00 USD and 6.7915 RMB to 1.00 USD, respectively. The change in the value of the RMB relative to the U.S. dollar may affect our financial results reported in the U.S. dollar terms without giving effect to any underlying change in our business or results of operation.

Liquidity and Capital Resources

As of March 31, 2018, we had cash and cash equivalents of approximately \$2.9 million and working capital of approximately \$6.2 million. Our current assets were approximately \$19.2 million, and our current liabilities were approximately \$13.0 million. Total shareholders' equity as of March 31, 2018 was approximately \$7.7 million. We believe that we will have sufficient working capital to operate our business for the next 12 months.

On May 29, 2018, CLPS completed its initial public offering, or IPO, of 2,000,000 common shares, \$0.0001 par value per share. The common shares were sold at an offering price of \$5.25 per share, generating gross proceeds of approximately \$10.5 million; net proceeds from the IPO were approximately \$9.3 million.

The registration statement relating to this IPO also covered the underwriters' common stock purchase warrants and the common shares issuable upon the exercise thereof in the total amount of 83,162 common shares. Each five-year warrant entitles the warrant holder to purchase the Company's shares at the exercise price of \$6.30 per share and is not be exercisable for a period of 180 days from May 23, 2018.

On June 8, 2018, the Company closed on the exercise in full of the over-allotment option to purchase an additional 300,000 common shares of the Company by The Benchmark Company, LLC, the representative of the underwriters in connection with and the book running manager of the Company's IPO, at the IPO price of \$5.25 per share. As a result, the Company has raised gross proceeds of approximately \$1.58 million, in addition to the IPO gross proceeds of approximately \$10.5 million, or combined gross proceeds in this IPO of approximately \$12.08 million, before underwriting discounts and commissions and offering expenses.

SIGNATURES

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

CLPS INCORPORATION

By: /s/ Raymond Ming Hui Lin
Raymond Ming Hui Lin
Chief Executive Officer

Date: June 27, 2018

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 27, 2018.

CLPS Incorporation Reports Financial Results for the Third Quarter of 2018

Shanghai, China, June 27, 2018 (GLOBE NEWSWIRE) -- CLPS Incorporation (the "Company", "CLPS", or Nasdaq: CLPS), a leading information technology ("IT") consulting and solutions service provider focusing on the banking, insurance and financial sectors in China and globally, today announced its financial results for the third fiscal quarter ended March 31, 2018.

Mr. Raymond Lin, Chief Executive Officer of CLPS Incorporation, commented, "We are proud to report our financial results for the third quarter of 2018. Our revenue reached \$12.88 million and our net income was \$0.6 million for the third quarter, a year-over-year increase of 63.8% and 142.8%, respectively."

Mr. Lin continued, "As we reflect on the financial results of the fiscal quarter before our successful initial public offering in May 2018, we are pleased with the notable revenue increase in both our IT consulting and customized solution services. We believe that we are positioned for success in the coming fiscal quarters given our solid strategic foundation, stable margins and growth in revenue and net income, and the additional boost that the net proceeds from our initial public offering offer us, as we consider new opportunities and expand existing business lines."

Third Quarter of 2018 Financial Highlights

<i>(USD millions, except per share data)</i>	For the Three Months Ended March 31		
	2018	2017	Change
Revenue	12.88	7.87	63.8%
IT consulting services	12.21	7.23	68.8%
Customized IT solution services	0.65	0.59	9.9%
Other	0.03	0.05	-37.2%
Gross Profit	3.96	2.91	36.4%
Gross Margin	30.8%	36.9%	-6.1 pts
Operating Profits	0.16	0.28	-41.7%
Operating Margin	1.3%	3.5%	-2.2 pts
Net Income Attributable to CLPS Incorporation	0.38	0.24	56.7%
EPS	0.03	0.02	50.0%

- Revenues increased by 63.8% to \$12.88 million for the three months ended March 31, 2018, from \$7.87 million for the same period of last year, mainly due to an increase in revenues from both IT consulting services and customized IT solution services.
 - Gross profit increased by 36.4% to \$3.96 million for the three months ended March 31, 2018, from \$2.91 million for the same period of last year. Gross margin decreased to 30.8% from 36.9% for the same period of last year.
 - Net income attributable to CLPS Incorporation increased by 56.7% to \$0.38 million for the three months ended March 31, 2018.
 - Basic and diluted earnings per share were \$0.03 for the three months ended March 31, 2018, compared with \$0.02 for the same period of last year.
-

Third Quarter of 2018 Financial Results

Revenues

For the three months ended March 31, 2018, revenue increased by \$5.01 million, or 63.8%, to \$12.88 million from \$7.87 million for the same period of last year. The increase in revenue was mainly due to an increase in revenues from both of IT consulting services and customized IT solution services.

Revenue from IT consulting services increased by \$4.98 million, or 68.8%, to \$12.21 million and accounted for 94.8% of total revenue for the three months ended March 31, 2018 from \$7.23 million, or 91.9% of total revenues, for the same period of last year. The increase was primarily due to the increasing demand for IT consulting service from banks and other financial institutions. For the three months ended March 31, 2018 and 2017, 47.2% and 49.5% of IT consulting service revenue were from international banks, respectively.

Revenue from customized IT solution services increased by \$0.06 million, or 9.9%, to \$0.65 for the three months ended March 31, 2018 from \$0.59 million for the same period of last year. Revenue from other services decreased by \$0.02 million, or 37.2%, to \$0.03 for the three months ended March 31, 2018 from \$0.05 million for the same period of last year. Historically, IT consulting services have contributed the substantial majority of our net revenues.

Gross Profit and Gross Margin

Gross profit increased by \$1.05 million, or 36.4%, to \$3.96 million for the three months ended March 31, 2018 from \$2.91 million for the same period of last year. Gross margin decreased to 30.8% for the three months ended March 31, 2018, from 36.9% for the same period of last year. The decrease in gross margin was primarily due to the lower gross margin of the new projects.

Operating Expenses

Selling and marketing expenses increased by \$0.04 million, or 10.6% to \$0.47 million for the three months ended March 31, 2018 from \$0.43 million for the same period of last year. The increase was primarily due to the expansion of the pre-sales and marketing teams in Shanghai and Dalian in China to support operations.

Research and development expenses increased by \$1.02 million, or 83.6%, to \$2.25 million for the three months ended March 31, 2018 from \$1.23 million for the same period of last year. The increase was attributable to the launch of several research projects related to cloud computing and mobile internet applications in fiscal 2018.

General and administrative expenses increased by \$0.10 million, or 10.6%, to \$1.08 million for the three months ended March 31, 2018 from \$0.98 million for the same period of last year. The increase was primarily due to growth of staff in support sectors.

Operating Income

Operating income decreased by \$0.12 million, or 41.7%, to \$0.16 million for the three months ended March 31, 2018 from \$0.28 million for the same period of last year. Operating margin was 1.3% for the three months ended March 31, 2018, compared to 3.5% for the same period of last year.

Other Income and Expenses

Subsidies and other income increased to \$0.29 million for the three months ended March 31, 2018 from \$7,952 for the same period of last year. The increase was mainly due to the fact that local governments were in the process of amending the existing subsidy policy and deferred the approvals for government subsidies that were applicable to the Company.

Provision (Benefit) for Income Taxes

Income tax benefit was \$0.17 million for the three months ended March 31, 2018, compared to income tax expense of \$0.04 million for the same period of last year, mainly due to the Company recognized deferred tax assets as a result of the net operating losses carry forward for some of the Company's subsidiaries.

Net Income and EPS

Net income increased by \$0.35 million, or 142.8%, to \$0.60 million for the three months ended March 31, 2018 from \$0.25 million for the same period of last year, mainly due to the subsidies and other income as well as tax benefit derived from the net operating loss carried forwards. After the deduction of non-controlling interests, net income attributable to shareholders for the three months ended March 31, 2018 was \$0.38 million, or \$0.03 per basic and diluted share. This compared to net income attributable to shareholders of \$0.24 million, or \$0.02 per basic and diluted share for the three months ended March 31, 2017.

Nine Months Ended March 31, 2018 Financial Results

	For the Nine Months Ended March 31		
	2018	2017	Change
<i>(USD millions, except per share data)</i>			
Revenue	35.08	22.19	58.1%
IT consulting services	33.84	20.51	65.0%
Customized IT solution services	1.17	1.35	-13.2%
Other	0.07	0.33	-77.7%
Gross Profit	12.82	8.75	46.6%
Gross Margin	36.5%	39.4%	-2.9 pts
Operating Profits	1.26	0.80	58.3%
Operating Margin	3.6%	3.6%	0.0 pts
Net Income Attributable to CLPS Incorporation	1.71	1.26	34.9%
EPS	0.15	0.11	36.4%

Revenues

For the nine months ended March 31, 2018, revenue increased by \$12.89 million, or 58.1%, to \$35.08 million from \$22.19 million for the same period of last year. The increase in revenue was mainly due to an increase in revenue from IT consulting services.

Revenue from IT consulting services increased by \$13.33 million, or 65.0%, to \$33.84 million and accounted for 96.5% of total revenue for the nine months ended March 31, 2018 from \$20.51 million, or 92.4% of total revenue, for the same period of last year. The increase was primarily due to the increasing demands for IT consulting service from banks and other financial institutions. For the nine months ended March 31, 2018 and 2017, 46.4% and 54.0% of IT consulting service revenue were from international banks, respectively.

Revenue from customized IT solution service decreased by \$0.18 million, or 13.2%, to \$1.17 for the nine months ended March 31, 2018 from \$1.35 million for the same period of last year. Revenue from other service decreased by \$0.26 million, or 77.7%, to \$0.07 for the nine months ended March 31, 2018 from \$0.33 million for the same period of last year. For the nine months ended March 31, 2018, we strengthened our expertise in the financial industry to leverage our existing industry knowledge and grew our customer base of local Chinese financial institutions.

Gross Profit and Gross Margin

Gross profit increased by \$4.07 million, or 46.6%, to \$12.82 million for the nine months ended March 31, 2018 from \$8.75 million for the same period of last year. Gross margin decreased to 36.5% for the nine months ended March 31, 2018, compared to 39.4% for the same period of last year. The decrease in gross margin was primarily due to the lower gross margin of the new projects.

Operating Expenses

Selling and marketing expenses increased by \$0.89 million, or 126.3% to \$1.60 million for the nine months ended March 31, 2018 from \$0.71 million for the same period of last year. The increase was primarily due to the expansion of the pre-sales and marketing teams in Shanghai and Dalian in China to support operations.

Research and development expenses increased by \$2.58 million, or 79.8%, to \$5.81 million for the nine months ended March 31, 2018 from \$3.23 million for the same period of last year. The increase was attributable to the research projects on office automation system and big data platform for decision-making, and projects related to cloud computing and mobile internet applications.

General and administrative expenses increased by \$0.13 million, or 3.4%, to \$4.14 million for the nine months ended March 31, 2018 from \$4.01 million for the same period of last year. The increase was primarily due to growth of staff in support sectors..

Operating Income

Operating income increased by \$0.46 million, or 58.3%, to \$1.26 million for the nine months ended March 31, 2018 from \$0.80 million for the same period of last year. Operating margin was 3.6% for the nine months ended March 31, 2018, compared to 3.6% for the same period of last year.

Other Income and Expenses

Subsidies and other income increased to \$0.66 million for the nine months ended March 31, 2018, from \$0.46 million for the same period of last year.

Provision (Benefit) for Income Taxes

Income tax benefit increased by \$0.03 million to \$0.04 million for the nine months ended March 31, 2018 from \$0.01 million for the same period of last year, mainly due to the Company recognized deferred tax assets as a result of the net operating losses carry forward for some of the Company's subsidiaries.

Net Income and EPS

Net income increased by \$0.65 million, or 51.2%, to \$1.92 million for the nine months ended March 31, 2018 from \$1.27 million for the same period of last year, mainly due to the expansion of business and increased revenues. After the deduction of non-controlling interests, net income attributable to shareholders for the nine months ended March 31, 2018 was \$1.71 million, or \$0.15 per basic and diluted share. This compared to net income attributable to shareholders of \$1.26 million, or \$0.11 per basic and diluted share for the nine months ended March 31, 2017.

Financial Condition

As of March 31, 2018, the Company had cash and cash equivalents of \$2.90 million, compared with \$4.81 million as of June 30, 2017.

About CLPS Incorporation

Headquartered in Shanghai, China, CLPS Incorporation (the "Company") (Nasdaq: CLPS) is a global leading information technology ("IT"), consulting and solutions service provider focusing on the banking, insurance and financial sectors. The Company serves as an IT solutions provider to a growing network of clients in the global financial industry, including large financial institutions in the US, Europe, Australia and Hong Kong and their PRC-based IT centers. The Company maintains eleven delivery and/or research & development centers to serve different customers in various geographic locations. Mainland China centers are located in Shanghai, Beijing, Dalian, Tianjin, Chengdu, Guangzhou and Shenzhen. The remaining four global centers are located in Hong Kong, Taiwan, Singapore and Australia. For further information regarding the Company, please visit: <http://ir.clpsglobal.com/>.

Forward-Looking Statements

This announcement contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact in this announcement are forward-looking statements, including, among others. These forward-looking statements involve known and unknown risks and uncertainties and are based on current expectations and projections about future events and financial trends that the Company believes may affect its financial condition, results of operations, business strategy and financial needs, including, without limitation, the Company's ability to achieve projected revenue growth, market and client expansion as intended, among other factors. Investors can identify these forward-looking statements by words or phrases such as "may," "will," "expect," "anticipate," "aim," "estimate," "intend," "plan," "believe," "potential," "continue," "is/are likely to" or other similar expressions. The Company undertakes no obligation to update forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results.

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CLPS INCORPORATION
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	As of March 31, 2018	As of June 30, 2017
ASSETS		
Current assets		
Cash and cash equivalents	\$ 2,900,656	\$ 4,814,568
Accounts receivable, net	14,832,141	6,644,774
Prepayments, deposits and other assets, net	1,219,124	578,391
Prepaid income tax	151,276	169,557
Amount due from related parties	87,098	118,006
Total Current Assets	19,190,295	12,325,296
Property and equipment, net	371,524	273,347
Intangible assets, net	288,291	305,464
Goodwill	210,838	195,080
Prepayments, deposits and other assets, net	125,928	123,783
Equity investment	95,654	-
Deferred tax assets	382,745	298,953
Total Assets	\$ 20,665,275	\$ 13,521,923
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other current liabilities	\$ 696,481	\$ 239,165
Short-term bank loans	2,694,258	-
Taxes payable	830,869	640,864
Deferred revenue	131,950	110,631
Customer deposits	759,341	97,740
Salaries and benefits payable	6,863,249	5,392,434
Amounts due to related parties	986,421	1,729,791
Total Current Liabilities	12,962,569	8,210,625
Commitments and Contingencies		
Shareholders' Equity		
Common share, \$0.0001 par value; 100,000,000 shares authorized; 11,290,000 shares issued and outstanding as of March 31, 2018 and June 30, 2017 *	1,129	1,129
Additional paid-in capital	7,120,943	7,120,943
Statuary reserves	908,847	680,671
Accumulated deficit	(1,042,994)	(2,521,285)
Accumulated other comprehensive loss	(22,820)	(447,270)
Total CLPS Incorporation's Shareholders' Equity	6,965,105	4,834,188
Non-controlling Interests	737,601	477,110
Total Shareholders' Equity	7,702,706	5,311,298
Total Liabilities and Shareholders' Equity	\$ 20,665,275	\$ 13,521,923

* The shares and per share data are presented on a retroactive basis to reflect the nominal share issuance.

CLPS INCORPORATION
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	For the three months ended		For the nine months ended	
	March 31,		March 31,	
	2018	2017	2018	2017
Revenues	\$ 12,883,298	\$ 7,867,460	\$ 35,083,293	\$ 22,191,398
Less: Cost of revenues	(8,919,509)	(4,961,120)	(22,261,487)	(13,445,017)
Gross profit	<u>3,963,789</u>	<u>2,906,340</u>	<u>12,821,806</u>	<u>8,746,381</u>
Operating expenses:				
Selling and marketing	471,064	426,093	1,603,995	708,711
Research and development	2,251,332	1,226,360	5,814,320	3,233,126
General and administrative	1,079,234	975,907	4,143,466	4,008,496
Total operating expenses	<u>3,801,630</u>	<u>2,628,360</u>	<u>11,561,781</u>	<u>7,950,333</u>
Income from operations	162,159	277,980	1,260,025	796,048
Subsidies and other income	293,076	7,952	659,874	462,961
Other expense	(30,515)	(301)	(43,728)	(2,447)
Income before income tax	424,720	285,631	1,876,171	1,256,562
Provision (benefit) for income taxes	(170,480)	40,535	(44,420)	(13,507)
Net income	595,200	245,096	1,920,591	1,270,069
Less: Net income attributable to non-controlling interests	220,062	5,671	214,124	5,196
Net income attributable to CLPS Incorporation's shareholders	<u>\$ 375,138</u>	<u>\$ 239,425</u>	<u>\$ 1,706,467</u>	<u>\$ 1,264,873</u>
Other comprehensive income (loss)				
Foreign currency translation gain (loss)	\$ 239,523	\$ 62,128	\$ 470,747	\$ (171,697)
Less: foreign currency translation gain (loss) attributable to Non-controlling interests	25,524	3,611	46,297	(3,438)
Other comprehensive income (loss) attributable to CLPS Incorporation's shareholders	<u>\$ 213,999</u>	<u>\$ 58,517</u>	<u>\$ 424,450</u>	<u>\$ (168,259)</u>
Comprehensive income				
CLPS Incorporation shareholders	\$ 589,137	\$ 297,942	\$ 2,130,917	\$ 1,096,614
Non-controlling interest	245,586	9,282	260,421	1,758
	<u>\$ 834,723</u>	<u>\$ 307,224</u>	<u>\$ 2,391,338</u>	<u>\$ 1,098,372</u>
Basic and diluted earnings per common share *	\$ 0.03	\$ 0.02	\$ 0.15	\$ 0.11
Weighted average number of share outstanding – basic and diluted	<u>11,290,000</u>	<u>11,290,000</u>	<u>11,290,000</u>	<u>11,290,000</u>

* The shares and per share data are presented on a retroactive basis to reflect the nominal share issuance.