

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

(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 Number)

**Level G, Building G, No.8 Dongfeng South Road,
Chaoyang District, Beijing 100016
People's Republic of China**

(Address, including zip code, of Principal Executive Offices)

2013 Share Incentive Plan

(Full title of the plan)

**COGENCY GLOBAL INC.
122 East 42nd Street, 18th Floor
New York, NY 10168
(800) 221-0102**

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

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.

Large accelerated filer
Non-accelerated filer

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.

Copies to:**Li-Lan Cheng**

Chief Financial Officer

Level G, Building G, No.8 Dongfeng South Road,
Chaoyang District, Beijing 100016
People's Republic of China
+86 10 5895 1180

Z. Julie Gao, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong
(852) 3740-4700

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, par value \$0.001 per share ⁽²⁾	7,833,224 ⁽³⁾	\$ 2.25 ⁽³⁾	\$ 17,585,587.88	\$ 2,282.61

- (1) These shares may be represented by the Registrant's American depository shares ("ADSs"), each of which represents one ordinary share. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-195067).
- (2) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Registrant's 2013 Share Incentive Plan (the "Plan"). Any ordinary shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of ordinary shares that may be issued under the Plan.
- (3) These shares represent ordinary shares that have been added to the award pool under the Plan and are reserved for future award grants under the Plan. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, the proposed maximum offering price per share for these shares is based on the average of the high and low prices for the Registrant's ADSs, as reported on the New York Stock Exchange on July 13, 2020.



EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purposes of registering an aggregate of 7,833,224 ordinary shares of the Registrant that have been added to the award pool pursuant to the terms of the Plan.

Previously, an aggregate of 17,988,205 ordinary shares of the Registrant were registered for issuance under the Plan pursuant to the Registrant's registration statements on [Form S-8 \(File No. 333-197069\) filed on June 27, 2014](#) and [Form S-8 \(File No. 333-217644\) filed on May 4, 2017](#) (the "Filed S-8 Registration Statements"). In accordance with General Instruction E to Form S-8, the contents of the Filed S-8 Registration Statements are incorporated herein by reference, except as otherwise set forth herein.

In accordance with the terms of the Plan, the maximum number of ordinary shares reserved for issuance under the Plan shall be increased automatically by a number equal to 5% of the then total issued and outstanding ordinary shares on an as-converted fully diluted basis, on each of the third, sixth and ninth anniversary of the effective date of the Plan. On December 1, 2016, the third anniversary of the effective date of the Plan, the number of ordinary shares authorized for issuance under the Plan increased by 7,553,422 in accordance with the terms of the Plan. On December 1, 2019, the six anniversary of the effective date of the Plan, the number of ordinary shares authorized for issuance under the Plan increased by 7,833,224 in accordance with the terms of the Plan. The newly added 7,833,224 ordinary shares are being registered on this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

- (a) The Registrant's annual report on [Form 20-F for the fiscal year ended December 31, 2019](#), filed with the Commission on July 20, 2020; and
- (b) The description of the Registrant's ordinary shares incorporated by reference in the Registrant's registration statement on [Form 8-A \(File No. 001-36396\)](#) filed with the Commission on April 4, 2014, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1, as amended (File No. 333-194505))</u>
4.2	<u>Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-194505))</u>
4.3	<u>Deposit Agreement among the Registrant, JPMorgan Chase Bank, N.A., as depositary, and holders of American Depositary Receipts (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8, as amended (File No. 333-197069))</u>
4.4	<u>2013 Share Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1, as amended (File No. 333-194505))</u>
5.1*	<u>Opinion of Maples and Calder (Hong Kong) LLP, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered</u>
23.1*	<u>Consent of Yu Certified Public Accountant P.C., an independent registered public accounting firm</u>
23.2*	<u>Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered public accounting firm</u>
23.3	<u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page hereto)</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Beijing, China, on July 20, 2020.

Leju Holdings Limited

By: /s/ Yinyu He

Name: Yinyu He

Title: Chief Executive Officer

SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Mr. Yinyu He and Mr. Li-Lan Cheng, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact 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 on July 20, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ Yinyu He</u> Yinyu He	Chief Executive Officer (principal executive officer)
<u>/s/ Li-Lan Cheng</u> Li-Lan Cheng	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Xin Zhou</u> Xin Zhou	Director
<u>/s/ Charles Chao</u> Charles Chao	Director
<u>/s/ Canhao Huang</u> Canhao Huang	Director
<u>/s/ Martin Chi Ping Lau</u> Martin Chi Ping Lau	Director
<u>/s/ Zhe Wei</u> Zhe Wei	Director

Signature

Title

/s/ David Jian Sun
David Jian Sun

Director

/s/ Min Fan
Min Fan

Director

/s/ Winston Jin Li
Winston Jin Li

Director

/s/ Hongchao Zhu
Hongchao Zhu

Director

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Leju Holdings Limited has signed this registration statement or amendment thereto in New York on July 20, 2020.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President

Ref: VSL/688681-000001/17882353v1

Leju Holdings Limited
15/F Floor, Shoudong International Plaza
No. 5 Building
Guangqu Home Dongcheng District
Beijing 100022
People's Republic of China

20 July 2020

Dear Sirs

Leju Holdings Limited

We have acted as Cayman Islands legal counsel to Leju Holdings Limited (the "**Company**") in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 20 July 2020 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 7,833,224 ordinary shares of par value US\$0.001 per share in the capital of the Company (the "**Shares**"), issuable by the Company pursuant to the 2013 Share Incentive Plan adopted by the sole director of the Company on 13 January 2014 (such plan, to be referred to as the "**Plan**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the Amended and Restated Memorandum of Association of the Company as conditionally adopted by a special resolution passed on 10 March 2014 and effective immediately upon completion of the Company's initial public offering of ordinary shares represented by American depositary shares (the "**Memorandum and Articles**"), and the resolutions of the sole director of the Company passed on 13 January 2014 and the resolutions of the directors of the Company passed on 17 April 2017 and 14 July 2020 (together, the "**Resolutions**").

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company and registered under the Registration Statement have been duly and validly authorised.
2. When issued, sold and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, and when appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be validly issued, fully paid and non-assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares and in the absence of a contractual arrangement, or an obligation pursuant to the memorandum and articles of association, to the contrary, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Law (2020 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2020 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out below, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below, and (g) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP
Maples and Calder (Hong Kong) LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statements on Form S-8 of our report dated July 15, 2020, relating to the consolidated financial statements of Leju Holdings Limited, its subsidiaries and its consolidated variable interest entities (the “Group”) as of December 31, 2019 and for the year then ended, in which our report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Accounting Standards Codification Topic 842, Leases, appearing in this Annual Report on Form 20-F of the Group for the year ended December 31, 2019.

/s/ Yu Certified Public Accountant P.C.
Yu Certified Public Accountant P.C.
New York, New York
July 20, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 10, 2019, relating to the consolidated financial statements of Leju Holdings Limited, its subsidiaries and its consolidated variable interest entities (the "Group"), appearing in the Annual Report on Form 20-F of the Group for the year ended December 31, 2019.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP
Deloitte Touche Tohmatsu Certified Public Accountants LLP
Shanghai, China
July 20, 2020
