

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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

**RISE Education Cayman Ltd**

(Exact Name of Registrant as Specified in Its Charter)

**Cayman Islands**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(IRS Employer  
Identification No.)

**Room 101, Jia He Guo Xin Mansion,  
No. 15 Baiqiao Street  
Guangqumennei, Dongcheng District  
Beijing 100062, PRC  
+86 10 8559 9000**

(Address of Principal Executive Offices and Zip Code)

**2016 Equity Incentive Plan  
2017 Share Incentive Plan  
(Full Title of the Plans)**

**Cogeny Global Inc.  
10 East 40th Street, 10th Floor  
New York, N.Y. 10016**  
(Name and address of agent for service)

**+1 (800) 221-0102**  
(Telephone number, including area code, of agent for service)

*Copies to:*

**David T. Zhang, Esq.  
Benjamin W. James, Esq.  
Kirkland & Ellis International LLP  
c/o 26th Floor, Gloucester Tower, The Landmark  
15 Queen's Road Central, Hong Kong  
+852 3761-3300**

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  (Do not check if a smaller reporting company)

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.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered<sup>(1)</sup></b>	<b>Amount to be Registered<sup>(2)</sup></b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Ordinary shares, par value \$0.01 per share	5,985,000 <sup>(3)</sup>	US\$1.44 <sup>(3)</sup>	US\$8,618,400	US\$1,072.99
Ordinary shares, par value \$0.01 per share	1,015,000 <sup>(4)</sup>	US\$8.00 <sup>(4)</sup>	US\$8,120,000	US\$1,010.94
Ordinary shares, par value \$0.01 per share	5,000,000 <sup>(5)</sup>	US\$8.00 <sup>(5)</sup>	US\$40,000,000	US\$4,980.00
<b>Total</b>	<b>12,000,000<sup>(6)</sup></b>	<b>—</b>	<b>US\$56,738,400</b>	<b>US\$7,063.93</b>

- (1) The securities to be registered hereby may be represented by American depository shares, or ADSs, of Rise Education Cayman Ltd (the “Registrant”). Each ADS represents two ordinary shares, par value of US\$0.01 per share, of the Registrant (the “Ordinary Shares”). The Registrant’s ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-220873).
- (2) This registration statement on Form S-8 (this “Registration Statement”) registers Ordinary Shares issuable pursuant to the Registrant’s 2016 Equity Incentive Plan (the “2016 Plan”) and 2017 Share Incentive Plan (the “2017 Plan” and together with the 2016, the “Plans”). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued under the 2017 Plan to prevent dilution from stock splits, stock dividends or similar transactions as provided in the 2017 Plan.
- (3) The amount to be registered represents Ordinary Shares issuable upon exercise of outstanding options granted under the Plans. Pursuant to Rule 457(h), the corresponding proposed maximum offering price per share represents the exercise price of these options.
- (4) The amount to be registered represents shares available for future issuance under the 2016 Plan. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Market on January 23, 2018 and adjusted for the Ordinary Share-to-ADS ratio.
- (5) The amount to be registered represents shares available for future issuance under the 2017 Plan. The corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on the average of the high and low prices for the Registrant’s ADSs as quoted on the Nasdaq Global Market on January 23, 2018 and adjusted for the Ordinary Share-to-ADS ratio.
- (6) Any Ordinary Shares covered by an award granted under the Plans (or portion of an award) that expires, for any reason, is cancelled or terminated without having been exercise or settled or that is forfeited or repurchased and held as treasury shares shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Ordinary Shares which may be issued under the Plans.

**PART I**

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

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

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

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\* Information required by Part I of the Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing information specified in this Part I of Form S-8 will be separately provided to the participants covered by the Plans, as specified by Rule 428(b)(1) under the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

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

- (a) The Registrant's prospectus dated October 19, 2017 (File No. 333-220587) filed with the Commission on October 20, 2017 pursuant to Rule 424(b)(4) under the Securities Act;
- (b) The description of the Registrant's Ordinary Shares contained in its registration statement on Form 8-A (File No. 001-38235) filed with the Commission on October 6, 2017, including any amendment and report filed for the purpose of updating that description; and
- (c) The Registrant's report of foreign private issuer on Form 6-K (File No. 001-38235) furnished to the Commission on November 27, 2017.

All documents filed or furnished by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Any statement contained herein or in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement 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 to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 4. Description of Securities.**

Not required

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

Not applicable

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

Cayman Islands law does not limit the extent to which a company's 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 or committing a crime. Under the Registrant's amended and restated memorandum and articles of association, to the fullest extent permissible under Cayman Islands law every director and officer of the Registrant shall be indemnified against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by him, other than by reason of such person's own dishonesty, willful default or fraud, in connection with the execution or discharge of his duties, powers, authorities or discretions as a director or officer of the Registrant, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by him in defending (whether successfully or otherwise) any civil proceedings concerning the Registrant or its affairs in any court whether in the Cayman Islands or elsewhere.

Pursuant to the indemnification agreements, the form of which is filed as Exhibit 10.3 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587), the Registrant has agreed to indemnify its directors and officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer of the Registrant.

The underwriting agreement, the form of which is filed as Exhibit 1.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587), also provides for indemnification of the Registrant and its officers and directors.

The Registrant currently carries liability insurance for its directors and executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission 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.**

See Exhibit Index beginning on page 4 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;

(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;

(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) of this section 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 Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement; and

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- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 Commission such indemnification is against public policy as expressed in the Securities Act of 1933 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 of 1933 and will be governed by the final adjudication of such issue.
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RISE EDUCATION CAYMAN LIMITED

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>4.1</u></a>	<a href="#"><u>Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission)</u></a>
<a href="#"><u>4.2</u></a>	<a href="#"><u>Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.2 to Amendment No. 2 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission)</u></a>
<a href="#"><u>4.3</u></a>	<a href="#"><u>Form of Deposit Agreement among the Registrant, JPMorgan Chase Bank, N.A. and holders of the American depository shares issued thereunder (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Registrant's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission)</u></a>
<a href="#"><u>4.4</u></a>	<a href="#"><u>Form of Registrant's Specimen American Depositary Receipt (included in Exhibit 4.3)</u></a>
<a href="#"><u>5.1*</u></a>	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of Ordinary Shares being registered</u></a>
<a href="#"><u>10.1</u></a>	<a href="#"><u>2016 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission)</u></a>
<a href="#"><u>10.2</u></a>	<a href="#"><u>2017 Share Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission)</u></a>
<a href="#"><u>23.1*</u></a>	<a href="#"><u>Consent of Ernst &amp; Young Hua Ming LLP, Independent Registered Public Accounting Firm</u></a>
<a href="#"><u>23.2*</u></a>	<a href="#"><u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u></a>
<a href="#"><u>24.1*</u></a>	<a href="#"><u>Power of Attorney (included on signature page hereto)</u></a>

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\* Filed herewith.

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## 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 on January 30, 2018.

RISE Education Cayman Ltd

By: /s/ Yiding Sun

Name: Yiding Sun

Title: Director and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Yiding Sun and Chelsea Qingyan Wang as his true and lawful attorney-in-fact with full power of substitution and re-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 such 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 might or could do in person, hereby ratifying and confirming all that such 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 and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Lihong Wang Name: Lihong Wang	Chairwoman	January 30, 2018
/s/ Yiding Sun Name: Yiding Sun	Director and Chief Executive Officer (principal executive officer)	January 30, 2018
/s/ Zhongjue Chen Name: Zhongjue Chen	Director	January 30, 2018
/s/ David Benjamin Gross-Loh Name: David Benjamin Gross-Loh	Director	January 30, 2018
/s/ Jiandong Lu Name: Jiandong Lu	Director	January 30, 2018
/s/ Yong Chen Name: Yong Chen	Director	January 30, 2018
/s/ Chelsea Qingyan Wang Name: Chelsea Qingyan Wang	Chief Financial Officer (principal financial and accounting officer)	January 30, 2018

[Signature page to S-8]

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of RISE Education Cayman Ltd, has signed this Registration Statement or amendment thereto in New York, on January 30, 2018.

**Authorized U.S. Representative**  
**Cogency Global Inc.**

By: /s/ Colleen A. De Vries  
Name: Colleen A. De Vries  
Title: Senior Vice President

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[Letterhead of Maples and Calder (Hong Kong) LLP]

RISE Education Cayman Ltd  
Room 101, Jia He Guo Xin Mansion  
No. 15 Baiqiao Street  
Guangqumennei  
Dongcheng District, Beijing 100062  
People's Republic of China

30 January 2018

Dear Sirs

**RISE Education Cayman Ltd (the "Company")**

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 30 January 2018 (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 12,000,000 ordinary shares, par value US\$0.01 per share (the "**Shares**"), issuable by the Company pursuant to the 2016 Equity Incentive Plan filed as Exhibit 10.1 to the Company's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission (the "**2016 Plan**") and 2017 Share Incentive Plan filed as Exhibit 10.2 to the Company's registration statement on Form F-1, as amended (File No. 333-220587) filed with the Commission (the "**2017 Plan**" and together with the 2016, the "**Plans**", 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 Plans. We have also reviewed copies of the amended and restated memorandum and articles of association of the Company adopted by special resolution on 22 September 2017 and effective immediately prior to the completion of the Company's initial public offering of American depository shares representing the Shares (the "**Memorandum and Articles**"), and the resolutions of the directors of the Company passed on 22 September 2017 and the resolutions of the shareholders of the Company passed on 22 September 2017 (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 have been duly and validly authorized.
2. When issued and paid for in accordance with the terms of the Plans and in accordance with the Resolutions, and 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, 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).

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These opinions are subject to the qualification that under the Companies Law (2016 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 (2016 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 (h) 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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2016 Equity Incentive Plan and 2017 Share Incentive Plan of RISE Education Cayman Ltd of our report dated July 28, 2017, with respect to the consolidated financial statements of RISE Education Cayman Ltd included in its Registration Statement (Form F-1 No. 333-220587) and related Prospectus of RISE Education Cayman Ltd, filed with the Securities and Exchange Commission.

/s/ Ernst & Young Hua Ming LLP

Beijing, the People's Republic of China

January 30, 2018

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