

Momo Inc.
Form S-8
December 30, 2016

As filed with the Securities and Exchange Commission on December 30, 2016

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Momo Inc.

(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)

20th Floor, Block B

Tower 2, Wangjing SOHO

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No.1 Futongdong Street

Chaoyang District, Beijing 100102

People's Republic of China

+86-10-5731-0567

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2014 Share Incentive Plan

(Full title of the plan)

Law Debenture Corporate Services Inc.

400 Madison Avenue, 4th Floor

New York, New York 10017

(212) 750-6474

(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Copies to:

Jonathan Xiaosong Zhang	Z. Julie Gao, Esq.
Chief Financial Officer	Haiping Li, Esq.
Momo Inc.	Skadden, Arps, Slate, Meagher & Flom LLP
20th Floor, Block B	c/o 42/F, Edinburgh Tower
Tower 2, Wangjing SOHO	The Landmark
No.1 Futongdong Street	15 Queen s Road Central
Chaoyang District, Beijing 100102	Hong Kong
People s Republic of China	+852-3740-4700
+86-10-5731-0567	

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Ordinary Shares, par value \$0.0001 per share	13,000,000 ⁽³⁾	\$9.275 ⁽³⁾	\$120,575,000	\$13,974.64
Total	13,000,000		\$120,575,000	\$13,974.64

- (1) These shares may be represented by the Registrant s American depositary shares (ADSs), each of which represents two Class A ordinary shares. The Registrant s ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-200636).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2014 Share Incentive Plan (the Plan). Any 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 shares that may be issued under the Plan.
- (3) These shares represent the estimated number of Class A ordinary shares that will be automatically added to the Plan, effective January 1, 2017, January 1, 2018 and January 1, 2019, pursuant to the Plan s evergreen provisions, which were not previously registered under the Registrant s registration statement on Form S-8 (File No. 333-201769) filed on January 30, 2015 (the Original S-8 Registration Statement). The proposed maximum

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offering price per share, which is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act, is based on \$18.55 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the NASDAQ Global Select Market on December 22, 2016.

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 13,000,000 Class A ordinary shares in the capital of the Momo Inc. (the Registrant), which represent the estimated number of Class A ordinary shares that will be automatically added to the Plan, effective January 1, 2017, January 1, 2018 and January 1, 2019, pursuant to the Plan's evergreen provisions, which were not previously registered under the Original S-8 Registration Statement.

Previously, an aggregate of 19,701,036 Class A ordinary shares in the capital of the Registrant were registered for issuance under the Plan pursuant to the Original S-8 Registration Statement. In accordance with General Instruction E to Form S-8, the contents of the Original S-8 Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

In accordance with the terms of the Plan, a maximum aggregate of 14,031,194 Class A ordinary shares may be issued pursuant to all awards granted thereunder. Beginning in 2017, such maximum aggregate number will be increased by a number equal to 1.5% of the total number of outstanding ordinary shares (including Class A and Class B ordinary shares) on the last day of the immediately preceding calendar year, or such lesser number of Class A ordinary shares as determined by the Company's board of directors, on the first day of each calendar year during the term of the Plan.

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 registration statement on Form S-8 (File No. 333-201769) filed with the Commission on January 30, 2015;
- (b) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2015, filed with the Commission on April 25, 2016; and
- (c) The description of the Registrant's ordinary shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-36765) filed with the Commission on November 28, 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.

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 December 30, 2016.

Momo Inc.

By: /s/ Yan Tang

Name: Yan Tang

Title: Chairman of the Board of
Directors and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Yan Tang and Jonathan Xiaosong Zhang, 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 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 and on December 30, 2016.

Signature	Title
/s/ Yan Tang	Chairman of the Board of Directors and Chief
Yan Tang	Executive Officer (principal executive officer)
/s/ Jonathan Xiaosong Zhang	Chief Financial Officer (principal financial and
Jonathan Xiaosong Zhang	accounting officer)
/s/ Yong Li	Director
Yong Li	
/s/ Sichuan Zhang	Director
Sichuan Zhang	
/s/ David Ying Zhang	Director
David Ying Zhang	
/s/ Joseph C. Tsai	Director
Joseph C. Tsai	
/s/ Neil Nanpeng Shen	Director
Neil Nanpeng Shen	

Signature	Title
/s/ Feng Yu Feng Yu	Director
/s/ Benson Bing Chung Tam Benson Bing Chung Tam	Director
/s/ Dave Daqing Qi Dave Daqing Qi	Director
/s/ Giselle Manon Name: Giselle Manon on behalf of Law Debenture Corporate Services Inc. Title: Service of Process Officer	Authorized U.S. Representative

EXHIBIT INDEX

Exhibit Number	Description
4.1	Second 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, filed on November 28, 2014 (File No. 333-199996))
4.2	Registrant's specimen certificate for Class A ordinary shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended, filed on November 28, 2014 (File No. 333-199996))
4.3	Deposit agreement dated December 10, 2014 among the Registrant, the depositary and holders and beneficial owners of American depositary shares evidenced by American depositary receipts issued thereunder
5.1*	Opinion of Maples and Calder (Hong Kong) LLP, regarding the legality of the Class A ordinary shares being registered
10.2	2014 share incentive plan (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1 filed on November 7, 2014 (File No. 333-199996))
23.1*	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP
23.2*	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)
24.1*	Power of attorney (included on signature page hereto)

* Filed herewith.