



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

DIVISION OF  
CORPORATION FINANCE

January 23, 2014

Dr. James Chen  
Chief Financial Officer  
Origin Agritech Limited  
No. 21 Sheng Ming Yuan Road  
Changping District  
Beijing 102206  
China

**Re: Origin Agritech Limited**  
**Form 20-F for the year ended September 30, 2012**  
**Filed January 10, 2013**  
**File No. 000-51576**

Dear Dr. Chen:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ David R. Humphrey

David R. Humphrey  
Accounting Branch Chief