



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 4561

October 17, 2017

Wenjie Tang  
Chief Executive Officer  
AGM Group Holdings Inc.  
1 Jinghua South Road  
Wangzuo Plaza East Tower, Room 2112  
100020 Beijing  
People's Republic of China

**Re: AGM Group Holdings Inc.  
Amendment No. 5 to Registration Statement on Form F-1  
Filed October 12, 2017  
File No. 333-218020**

Dear Mr. Tang:

We have reviewed your amended registration statement and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your registration statement and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your registration statement and the information you provide in response to this comment, we may have additional comments.

General

1. We note that you have deleted language in the prospectus that the listing of the Class A Ordinary Shares on the Nasdaq Capital Market would not be a condition to the offering. However, your underwriting agreement filed as Exhibit 1.1 indicates that approval for listing on the Nasdaq Capital Market continues to be a condition of the offering. Please advise or file an amended underwriting agreement.

Wenjie Tang  
AGM Group Holdings Inc.  
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Please contact Matthew Derby, Staff Attorney, at (202) 551-3334 or, in his absence, the undersigned at (202) 551-3453 with any other questions. If you require further assistance, you may contact Barbara C. Jacobs, Assistant Director, at (202) 551-3735.

Sincerely,

/s/ Jan Woo

Jan Woo  
Legal Branch Chief  
Office of Information Technologies  
and Services

cc: Mengyi "Jason" Ye, Esq.  
Ortoli Rosenstadt LLP