



DIVISION OF  
CORPORATION FINANCE

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

February 13, 2019

Tianhua Wu  
Chief Executive Officer and Director  
Up Fintech Holding LTD  
18/F, Gandyvic Building, No. 1 Building,  
No. 16 Taiyanggong Middle Road, Chaoyang District,  
Beijing, 100020 PRC

**Re: Up Fintech Holding LTD  
Amendment No. 1 to  
Draft Registration Statement on Form F-1  
Submitted January 11, 2019  
CIK No. 0001756699**

Dear Mr. Wu:

We have reviewed your amended draft 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 providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. 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 the information you provide in response to this comment and your amended draft registration statement or filed registration statement, we may have additional comments.

Amendment No. 1 to Draft Registration Statement on Form F-1 Submitted on January 11, 2019

Note 9. Equity Interest with Preferential Rights, page F-31

1. We note your response to comment 17, in which you state that the Company would be required to re-measure the preferred shares to the redemption amount when there is a more than remote chance that a Qualified IPO would not be completed. Based on your response, it is not clear how the Company determined that there is only a remote chance that a Qualified IPO would not be completed at each balance sheet date. In this regard, we concur with your view, as provided in your correspondence, that the IPO is not within the control of the Company. Please revise your accounting treatment to be consistent with

Tianhua Wu  
Up Fintech Holding LTD  
February 13, 2019  
Page 2

paragraphs 14 and 15 of ASC 480-10-S99-3A or explain, in sufficient detail, how you determined that there is only a remote chance that a Qualified IPO would not be completed at each balance sheet date given all of the factors that are outside of the control of the Company.

You may contact Stephen Kim at 202-551-3291 or Robert Klein at 202-551-3847 if you have questions regarding comments on the financial statements and related matters. Please contact Jessica Livingston at 202-551-3448 or Pam Long at 202-551-3765 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Financial Services

cc: Ke Geng