

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

**Form S-1**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Tian Tian Inc**

(Exact Name of Registrant As Specified In Its Charter)

**SOUTH DAKOTA**

(State or other jurisdiction  
of incorporation or organization)

**47-4741353**

IRS I.D.

**800 W El Camino Real Suite 180  
Mountain View, CA**

(Address of principal executive offices)

**94040**

(Zip Code)

**Jeremy Tian  
800 W El Camino Real Suite 180  
Mountain View, CA 94040  
(503) 420-3815**

SEC File No. \_\_\_\_\_

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer ☐ Accelerated Filer ☐  
Non-accelerated filer ☐ Smaller reporting company ☒

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

#### CALCULATION OF REGISTRATION FEE

<b>Title of each class of securities to be <u>registered</u></b>	<b>Amount to be <u>registered</u></b>	<b>Proposed maximum offering price <u>per share</u></b>	<b>Proposed maximum aggregate offering <u>price</u></b>	<b>Amount of registration fee <u>(1)</u></b>
Common Stock	12,000,000	\$10.00	\$ 120,000,000	\$13,908

- (1) Calculated under Rule 457 of the Securities Act of 1933 as .0001159 of the aggregate offering price. In accordance with Rule 416(a), this registration statement shall also cover an indeterminate number of shares that may be issued and resold resulting from stock splits, stock dividends or similar transactions.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.**