

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933****Leju Holdings Limited**

(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)

**15/F Floor, Shoudong International Plaza, No. 5 Building, Guangqu Home****Dongcheng District, Beijing 100022****People's Republic of China****+86 10 5985 1000**

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

**2013 Share Incentive Plan**

(Full title of the plan)

**Law Debenture Corporate Services Inc.****400 Madison Avenue, 4<sup>th</sup> 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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 Emerging growth company 

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**Copies to:****Min Chen**

Chief Financial Officer

15/F Floor, Shoudong International Plaza, No. 5 Building,  
Guangqu HomeDongcheng District, Beijing 100022  
People's Republic of China  
+86 10 5985 1000**Z. Julie Gao, Esq.**

Skadden, Arps, Slate, Meagher &amp; Flom LLP

c/o 42/F, Edinburgh Tower

The Landmark

15 Queen's Road Central

Hong Kong

(852) 3740-4700

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered <sup>(1)</sup></b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Ordinary Shares, par value \$0.001 per share <sup>(2)</sup>	7,553,422 <sup>(3)</sup>	\$ 3.29 <sup>(3)</sup>	\$ 24,812,991.27	\$ 2,875.83

- (1) These shares may be represented by the Registrant's American depositary shares ("ADSs"), each of which represents one ordinary shares. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-195067).
- (2) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Registrant's 2013 Share Incentive Plan (the "Plan"). Any ordinary 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 ordinary shares that may be issued under the Plan.
- (3) These shares represent ordinary shares that have been added to the award pool under the Plan and are reserved for future award grants under the Plan. Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, the proposed maximum offering price per share for these shares is based on the average of the high and low prices for the Registrant's ADSs, as reported on the New York Stock Exchange on May 3, 2017.

## **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 7,553,422 ordinary shares of the Registrant that have been added to the award pool pursuant to the terms of the Plan.

Previously, an aggregate of 10,434,783 ordinary shares of the Registrant were registered for issuance under the Plan pursuant to the Registrant's registration statements on Form S-8 (File No. 333-197069) filed on June 27, 2014 (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, the maximum number of ordinary shares reserved for issuance under the Plan shall be increased automatically by a number equal to 5% of the then total issued and outstanding ordinary shares on an as-converted fully diluted basis, on each of the third, sixth and ninth anniversary of the effective date of the Plan. On December 1, 2016, the third anniversary of the effective date of the Plan, the number of ordinary shares authorized for issuance under the Plan increased by 7,553,422 in accordance with the terms of the Plan. The newly added 7,553,422 ordinary shares are being registered on this registration statement.

## **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 annual report on Form 20-F for the fiscal year ended December 31, 2016, filed with the Commission on April 21, 2017; and
- (b) The description of the Registrant's ordinary shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-36396) filed with the Commission on April 4, 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 May 4, 2017.

### **Leju Holdings Limited**

By: /s/Yinyu He  
Name: Yinyu He  
Title: Chief Executive Officer

## **SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Mr. Yinyu He and Ms. Min Chen, 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 or she 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 on May 4, 2017.

Signature	Title
/s/Yinyu He Yinyu He	Chief Executive Officer (principal executive officer)
/s/Min Chen Min Chen	Chief Financial Officer (principal financial and accounting officer)
/s/Xin Zhou Xin Zhou	Director
/s/Charles Chao Charles Chao	Director
/s/Canhao Huang Canhao Huang	Director
/s/Martin Chi Ping Lau Martin Chi Ping Lau	Director
/s/Zhe Wei Zhe Wei	Director

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Signature	Title
/s/Jian Sun Jian Sun	Director
/s/Min Fan Min Fan	Director
/s/Winston Li Winston Li	Director
/s/Hongchao Zhu Hongchao Zhu	Director

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#### SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Leju Holdings Limited has signed this registration statement or amendment thereto in New York on May 4, 2017.

#### Authorized U.S. Representative

By: /s/Diana Arias  
Name: Diana Arias  
on behalf of Law Debenture Corporate Services Inc.  
Title: Service of Process Officer

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#### EXHIBIT INDEX

Exhibit Number	Description
4.1	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 (File No. 333-194505))
4.2	Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-194505))
4.3	Deposit Agreement among the Registrant, JPMorgan Chase Bank, N.A., as depositary, and holders of American Depository Receipts (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8, as amended (File No. 333-197069))
4.4	2013 Share Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1, as amended

5.1\* Opinion of Maples and Calder (Hong Kong) LLP, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered

23.1\* Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered public accounting firm

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)

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\* Filed herewith.

Ref: SHF/688681-000001/11053421v1

Leju Holdings Limited  
15/F Floor, Shoudong International Plaza  
No. 5 Building  
Guangqu Home Dongcheng District  
Beijing 100022  
People's Republic of China

4 May 2017

Dear Sirs

**Leju Holdings Limited**

We have acted as Cayman Islands legal counsel to Leju Holdings Limited (the “**Company**”) in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the “**Commission**”) on 4 May 2017 (the “**Registration Statement**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the United States Securities Act of 1933, as amended, (the “**Securities Act**”) of 7,553,422 ordinary shares of par value US\$0.001 per share in the capital of the Company (the “**Shares**”), issuable by the Company pursuant to the 2013 Share Incentive Plan adopted by the sole director of the Company on 13 January 2014 (such plan, to be referred to as the “**Plan**”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the Amended and Restated Memorandum of Association of the Company as conditionally adopted by a special resolution passed on 10 March 2014 and effective immediately upon completion of the Company’s initial public offering of ordinary shares represented by American depositary shares (the “**Memorandum and Articles**”), and the resolutions of the sole director of the Company passed on 13 January 2014 and the resolutions of the directors of the Company passed on 17 April 2017 (together, the “**Resolutions**”).

Based upon, and subject to, the assumptions and qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that:

1. The Shares to be issued by the Company have been duly and validly authorised.
2. When issued, sold and paid for in accordance with the terms of the Plan and in accordance with the Resolutions, and appropriate entries are made in the register of members (shareholders) of the Company, the Shares will be legally issued, fully paid and non-assessable.

In this opinion letter, the phrase “non-assessable” means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company’s assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Law (2016 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2016 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

These opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations.

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles (including, without limitation, with respect to the disclosure of interests (if any) by directors of the Company) and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out below, (g) there is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below, and (g) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are “experts” within the meaning of such term as used in the Securities Act, or the rules and regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP  
Maples and Calder (Hong Kong) LLP



## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 21, 2017, relating to (1) the consolidated financial statements of Leju Holdings Limited and its subsidiaries ("the Group") (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the basis of financial statement presentation), and (2) the effectiveness of the Group's internal control over financial reporting, appearing in the Annual Report on Form 20-F (No. 001-36396) of the Group for the year ended December 31, 2016.

Deloitte Touche Tohmatsu Certified Public Accountant LLP  
/s/ Deloitte Touche Tohmatsu Certified Public Accountant LLP

Shanghai, China

May 4, 2017

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