

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

36Kr Holdings Inc.

(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 No.)

**Building B6, Universal Business Park,
No. 10 Jiuxianqiao Road,
Chaoyang District, Beijing, 100015, People's Republic of China
+86 10 8965-0708**

(Address, including Zip Code, and Telephone Number, including Area Code, of registrant's Principal Executive Offices)

2019 Share Incentive Plan
(Full title of the plan)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1 800-221-0102**

(Name, address and telephone number, including area code, of agent for service)

Copies to:

Xiang Li
Chief Financial Officer
Building B6, Universal Business Park,
No. 10 Jiuxianqiao Road,
Chaoyang District, Beijing, 100015, People's Republic of China
+86 10 8965-0708

Li He, Esq.
Davis Polk & Wardwell LLP
c/o 10th Floor, The Hong Kong
Club Building
3A Chater Road, Central
Hong Kong
+852 2533-3300

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
Non-accelerated filer

Accelerated filer
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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 159,370,000 Class A ordinary shares, par value US\$0.0001 per share, of the Registrant, that are issuable under the Registrant's 2019 Share Incentive Plan. These Class A ordinary shares are additional securities of the same class as other securities for which a registration statement (File No. 333-235747) on Form S-8 relating to the 2019 Share Incentive Plan was filed with the Securities and Exchange Commission (the "Commission") on December 30, 2019. Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statements are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed with the Commission by the Registrant are incorporated herein by reference.

- (1) The Registrant's annual report on [Form 20-F for the fiscal year ended December 31, 2025 \(File No. 001-39117\) filed on April 23, 2026](#) pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
- (2) The description of the Registrant's Class A ordinary shares contained in the Registrant's registration statement on [Form 8-A under the Exchange Act filed on November 1, 2019](#), as modified by any amendment or report filed for the purpose of updating such description (File No. 001-39117).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of 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 herein and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement. (See Exhibit Index below).

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	The Fourth Amended and Restated Memorandum and Articles of Association of the Registrant, as currently in effect (incorporated herein by reference to Exhibit 3.1 to the current report on Form 6-K/A (File No. 001-39117), furnished with the Commission on May 19, 2026).
4.2	Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the Registrant's registration statement on Form F-1 filed on September 30, 2019, as amended) (Securities Act File No. 333-234006).
4.3	Form of Deposit Agreement between the Registrant, the depository and holders of the American Depositary Shares (incorporated herein by reference to Exhibit 4.3 to the Registrant's registration statement on Form F-1 filed on September 30, 2019, as amended) (Securities Act File No. 333-234006).
5.1*	Opinion of Maples and Calder (Hong Kong) LLP
10.1	2019 Share Incentive Plan, as amended (incorporated herein by reference to Exhibit 4.1 to the Annual Report of the Registrant on Form 20-F/A filed with the Commission on May 19, 2026).
23.1*	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1).
23.2*	Consent of Independent Registered Public Accounting Firm
24.1*	Power of Attorney (included on the signature page of this Registration Statement)
107*	Filing fee table

*Filed herewith.

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 the PRC, on June 17, 2026.

36Kr Holdings Inc.

By: /s/ Xiang Li

Name: Xiang Li

Title: Director and Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Dagang Feng and Xiang Li, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, 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 indicated on June 17, 2026.

Signature

Title

/s/ Dagang Feng

Dagang Feng

Chairman of the Board of Directors and Chief Executive Officer
(principal executive officer)

/s/ Yang Li

Yang Li

Director and Chief Content Officer

/s/ Xiang Li

Xiang Li

Director and Chief Financial Officer
(principal financial officer and principal accounting officer)

/s/ Wei Xu

Wei Xu

Director

/s/ Yifan Li

Yifan Li

Independent Director

/s/ Hendrick Sin

Hendrick Sin

Independent Director

/s/ Jing Xu

Jing Xu

Independent Director

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 36Kr Holdings Inc., has signed this registration statement or amendment thereto in New York on June 17, 2026.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice-President on behalf of Cogency Global Inc.

Ref: KKZ/757223-000001/86578687v2

36Kr Holdings Inc.
Building B6, Universal Business Park
No. 10 Jiuxianqiao Road
Chaoyang District
Beijing
People's Republic of China

17 June 2026

Dear Sirs

36Kr Holdings Inc. (the "Company")

We have acted as Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed with the Securities and Exchange Commission (the "**Commission**") on 17 June 2026 (the "**Registration Statement**") relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of an additional 159,370,000 class A ordinary shares, par value US\$0.0001 per share (the "**Shares**"), issuable by the Company pursuant to the Company's 2019 Share Incentive Plan (the "**Plan**").

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 fourth amended and restated memorandum and articles of association of the Company adopted by special resolution passed on 8 September 2025 (the "**Memorandum and Articles**"), the written resolutions of the board of directors of the Company dated 4 September 2019, 29 September 2019, 18 August 2021 and 14 March 2026 (together, the "**Written Resolutions**") and the minutes (the "**Minutes**", together with the Written Resolutions, the "**Resolutions**") of the meeting of the board of directors held on 14 March 2026 (the "**Meeting**").

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 and registered under the Registration Statement have been duly and validly authorized.
2. When issued 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 validly 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 Act (As Revised) of the Cayman Islands (the “**Companies Act**”), the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Act (As Revised) 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) 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 above, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) The Minutes are a true and correct record of the proceedings of the Meeting, which was duly convened and held, and at which a quorum was present throughout, in each case, in the manner prescribed in the memorandum and articles of association of the Company at the time, the Resolutions were duly passed in the manner prescribed in the memorandum and articles of association of the Company (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 above, (g) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out above, and (h) upon the issue of any Shares, the consideration received by the Company shall be not less than the par value of such Shares.

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



普华永道

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of 36Kr Holdings Inc. of our report dated April 23, 2026 relating to the financial statements, which appears in 36Kr Holdings Inc.'s Annual Report on Form 20-F for the year ended December 31, 2025.

/s/ PricewaterhouseCoopers Zhong Tian LLP
Beijing, the People's Republic of China
June 17, 2026

普华永道中天会计师事务所(特殊普通合伙)
PricewaterhouseCoopers Zhong Tian LLP
11/ F PricewaterhouseCoopers Center, Link Square 2
202 Hu Bin Road, Huangpu District, Shanghai 200021, China
T: +86 (21) 2323 8888, F: +86 (21) 2323 8800

www.pwccn.com

Calculation of Filing Fee Tables

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36Kr Holdings Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A Ordinary shares, par value \$0.0001 per share	Other	17,409,000	\$ 0.00612	\$ 106,543.08	0.0001381	\$ 14.71
2 Equity	Class A Ordinary shares, par value \$0.0001 per share	Other	141,961,000	\$ 0.00612	\$ 868,801.32	0.0001381	\$ 119.98
Total Offering Amounts:					\$ 975,344.40		\$ 134.69
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 134.69

Offering Note

1

The ordinary shares of 36Kr Holdings Inc. (the "Registrant") registered hereunder may be represented by the Registrant's American depositary shares ("ADSs"), with each ADS representing 500 ordinary shares, par value \$0.0001 per share. The registrant's ADSs issuable upon deposit of the ordinary shares have been registered under a separate registration statement on Form F-6 (333-234196).

Represents ordinary shares issuable upon vesting of restricted share units and pursuant to other awards granted under the 2019 Share Incentive Plan (the "Plan") of the Registrant. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement is deemed to cover an indeterminate number of ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the Plan.

Represents ordinary shares to be issued for outstanding awards granted pursuant to the Plan as of the date of this Registration Statement. The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on US\$3.06 per ADS, the average of the high and low prices for the Registrant's ADSs as quoted on the Nasdaq on June 12, 2026.

2

The ordinary shares of 36Kr Holdings Inc. (the "Registrant") registered hereunder may be represented by the Registrant's American depositary shares ("ADSs"), with each ADS representing 500 ordinary shares, par value \$0.0001 per share. The registrant's ADSs issuable upon deposit of the ordinary shares have been registered under a separate registration statement on Form F-6 (333-234196).

Represents ordinary shares issuable upon vesting of restricted share units and pursuant to other awards granted under the 2019 Share Incentive Plan (the "Plan") of the Registrant. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement is deemed to cover an indeterminate number of ordinary shares which may be offered and issued to prevent dilution resulting from share splits, share dividends or similar transactions as provided in the Plan.

Represents ordinary shares reserved for future awards grants under the Plan. The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee

