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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

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**TARENA INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

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Suite 10017, Building E,  
Zhongkun Plaza, A18 Bei San Huan West Road,  
Haidian District, Beijing 100098, People's Republic of China  
Tel: +86 10 6213-5687

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

1/F, Block A, Training Building, 65 Kejiyuan Road,  
Baiyang Jie Dao, Economic Development District,  
Hangzhou 310000, People's Republic of China  
Tel: +86 571 5602-9509

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

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**2014 Share Incentive Plan**  
(Full title of the plan)

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**Law Debenture Corporate Services Inc.**  
400 Madison Avenue, Suite 4D  
New York, New York 10017  
+1 212 750-6474

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

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

**Copies to:**

**Suhai Ji**  
**Chief Financial Officer**  
**Tarena International, Inc.**  
**Suite 10017, Building E,**  
**Zhongkun Plaza, A18 Bei San Huan West Road,**  
**Haidian District, Beijing 100098**  
**People's Republic of China**  
**Tel: +86 10 6213-5687**

**Z. Julie Gao, Esq.**  
**Will H. Cai, Esq.**  
**Skadden, Arps, Slate, Meagher & 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 (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price Per Share (4)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Ordinary Shares, par value \$0.001 per share	3,600,000 (3)	\$12.00 (4)	\$43,200,000	\$5,019.84

- (1) These shares may be represented by the Registrant's ADSs, each of which represents one Class A ordinary share. The Registrant's ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-194662).
- (2) Represents Class A ordinary shares issuable upon exercise of options and pursuant to other awards granted under the 2014 Share Incentive Plan (the "Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plan. Any Class A 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 Class A ordinary shares that may be issued under the Plan.
- (3) These shares represent Class A ordinary shares that have been added to the award pool under the Plan in 2015 and the estimated number of Class A ordinary shares that will be added to the award pool under the Plan in 2016 and 2017, which were not previously registered under the registration statement on Form S-8 (File No. 333-197226), as filed with the Securities and Exchange Commission (the "Commission") on July 3, 2014 (the "Prior Registration Statement").
- (4) 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 \$12.00 per ADS, the average of the high and low prices for the registrant's ADSs as quoted on the NASDAQ Global Select Market on May 27, 2015.

## EXPLANATORY NOTE

This Registration Statement is filed by Tarena International, Inc. (the “Registrant”) to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8. Pursuant to certain provisions of the Plan (referred to as the “evergreen provisions”), the number of Class A ordinary shares that are available for award grant purposes under the Plan is automatically increased each year in accordance with a formula set forth in the Plan. The additional securities registered hereby consist of 3,600,000 Class A ordinary shares, which represent the number of Class A ordinary shares that were automatically added to the Plan, effective January 1, 2015, as well as the estimated number of Class A ordinary shares that will be automatically added to the Plan, effective January 1, 2016 and January 1, 2017, pursuant to the Plan’s evergreen provisions.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

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## 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 Commission are incorporated by reference herein:

- (a) The Registrant’s registration statement on Form S-8 (File No. 333-197226) as filed with the Commission on July 3, 2014;
- (b) The Registrant’s annual report on Form 20-F for the fiscal year ended December 31, 2014 filed with the Commission on April 15, 2015; and
- (c) The description of the Registrant’s Class A ordinary shares incorporated by reference in the Registrant’s registration statement on Form 8-A (File No. 001-36363) filed with the Commission on March 19, 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, as amended (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 28, 2015.

### **Tarena International, Inc.**

By: /s/ Shaoyun Han

Name: Shaoyun Han

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Mr. Shaoyun Han and Mr. Suhai Ji, with full power to act alone, as his 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 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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Shaoyun Han</u> Shaoyun Han	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	May 28, 2015
<u>/s/ Jianguang Li</u> Jianguang Li	Director	May 28, 2015
<u>/s/ Yongji Sun</u> Yongji Sun	Director	May 28, 2015
<u>/s/ Xiaosong Zhang</u> Xiaosong Zhang	Director	May 28, 2015

Signature

Title

Date

/s/ Ya-Qin Zhang

Ya-Qin Zhang

Director

May 28, 2015

/s/ Suhai Ji

Suhai Ji

Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

May 28, 2015

**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 Tarena International, Inc. has signed this registration statement or amendment thereto in New York on May 28, 2015.

**Authorized U.S. Representative**

By: /s/ G. Manon

Name: G. Manon, on behalf of Law  
Debenture Corporate Services Inc.

Title: Service of Process Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Fifth Amended and Restated Memorandum and Articles of Association of the Registrant, adopted on March 3, 2014 (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1, as amended (File No. 333-194191))
4.2	Registrant's Specimen Certificate for Class A ordinary shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-194191))
4.3	Deposit Agreement among the Registrant, the depositary and holders of the American Depositary Receipts (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-197226))
5.1*	Opinion of Conyers Dill & Pearman, regarding the legality of the Class A ordinary shares being registered
10.1	2014 Share Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1, as amended (File No. 333-194191))
23.1*	Consent of KPMG Huazhen (SGP)
23.2*	Consent of Conyers Dill & Pearman (included in Exhibit 5.1)
24.1*	Powers of Attorney (included on signature page hereto)

\* Filed herewith.

28 May, 2015

Matter No.: 820954  
Doc Ref: CWHB/kl/101803859  
Direct line: 852 2842 9556  
Email: [christopher.bickley@conyersdill.com](mailto:christopher.bickley@conyersdill.com)

Tarena International, Inc.  
Suite 10017, Building E,  
Zhongkun Plaza, A18 Bei San Huan West Road,  
Haidian District, Beijing 100098  
People's Republic of China

Dear Sirs

Re: **Tarena International, Inc. (the "Company")**

We have acted as special legal counsel of the Cayman Islands to the Company in connection with a registration statement on form S-8 to be filed with the Securities and Exchange Commission (the "Commission") by the Company (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 an amount of 3,600,000 Class A ordinary shares, par value US\$0.001 per share (the "Shares"), issuable pursuant to the 2014 Share Incentive Plan (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 the fifth amended and restated memorandum of association and the fifth amended and restated articles of association of the Company, each certified by the Secretary of the Company, copies of written resolutions of the directors of the Company dated 23 June, 2014, January 29, 2014, 25 September, 2008 and 27 May, 2015 and written resolutions of shareholders of the Company dated January 29, 2014 and 25 September, 2008 (together, the "Minutes") and such other documents and made such enquires as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) of all documents examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us, (d) that the resolutions contained in the Minutes were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (f) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (g) that, upon the issue of any Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (h) that on the date of issuance of any of the Shares the Company will have sufficient authorised but unissued common shares, and (i) that on the date of issuance of any award under the Plan, the Company will be able to pay its liabilities as they become due.

We express no opinion with respect to the issuance of Shares pursuant to any provision of the Plan that purports to obligate the Company to issue Shares following the commencement of a winding up or liquidation. We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

On the basis of, and subject to, the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of the Cayman Islands in good standing (meaning solely that it has not failed to make any filing with any the Cayman Islands government authority of or to pay any Cayman Islands government fees or tax the Cayman Islands which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of the Cayman Islands).
2. When issued and paid for in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman

**Conyers Dill & Pearman**

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Tarena International, Inc.:

We consent to the use of our report with respect to the consolidated financial statements incorporated herein by reference.

/s/ KPMG Huazhen (SGP)

Beijing, China  
May 28, 2015