
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

August 28, 2014

Commission File Number: 001-33910

ATA Inc.

(Translation of registrant's name into English)

**16th Floor, Tower E
6 Gongyuan West Street,
Jian Guo Men Nei
Beijing 100005, China**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F: Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ATA Inc.

Date: 8/28/2014

By: /s/Benson Tsang

Name: Benson Tsang

Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.

Description

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ATA INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 15, 2014

On September 15, 2014, ATA Inc., a Cayman Islands company (the “Company”), will hold its annual general meeting of shareholders at 2pm, local time, at The Venetian Macao - Resort - Hotel, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macau for the following purposes:

1. Re-election of Kevin Xiaofeng Ma to serve as class A director of the Company.
2. Re-election of Cheng-Yaw Sun to serve as class B director of the Company.
3. Re-appointment of KPMG as the Company’s independent auditor for the fiscal year ending March 31, 2015.

You can find more information about each of these items, including the nominee for director, in the attached proxy statement. Only shareholders registered in the register of members at the close of business on July 31, 2014 can vote at this meeting or at any adjournment that may take place.

We cordially invite all shareholders to attend the annual general meeting in person. However, a shareholder entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of such shareholder. A proxy need not be a shareholder of the Company. Whether or not you expect to attend the annual general meeting in person, please mark, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation and the presence of a quorum at the annual general meeting. If you send in your proxy card and then decide to attend the annual general meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. This proxy is to be delivered to the attention of Amy Tung, Secretary, ATA Inc., 16th Floor, Tower E, 6 Gongyuan West Street, Jian Guo Men Nei, Beijing 100005, People’s Republic of China, and arrive no later than 48 hours prior to the meeting. Citibank, N.A., as depository of our American depository shares (ADSs), has advised us that it intends to mail to all holders of ADSs a Voting Instruction Card, which will provide relevant instructions and deadlines for appointing a proxy to vote common shares represented by ADSs at the annual general meeting. Holders of ADSs may not vote in person at the annual general meeting.

The notice of the Annual General Meeting of Shareholders, the Proxy Statement and a copy of the Company’s 2014 Annual Report on Form 20-F are also available through our website at <http://www.ata.net.cn>.

By Order of the Board of Directors,

Kevin Xiaofeng Ma
Executive Chairman of the Board

July 31, 2014

ATA INC.

PROXY STATEMENT

General

Our board of directors is soliciting proxies for the annual general meeting of shareholders to be held on September 15, 2014 at 2pm, local time, or at any adjournment or postponement thereof. The annual general meeting will be held at The Venetian Macao - Resort - Hotel, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macau.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering a written notice of revocation or a duly executed proxy bearing a later date or, if you hold common shares, by attending the meeting and voting in person. A written notice of revocation must be delivered to the attention of ATA Inc. (the "Company"), if you hold our common shares, or to Citibank N.A. if you hold American Depositary Shares ("ADSs") representing our common shares.

Record Date, Share Ownership, and Quorum

Shareholders of record at the close of business on July 31, 2014 are entitled to vote at the annual general meeting. Our common shares underlying ADSs are included for purposes of this determination. As of July 24, 2014, 45,787,518 of our common shares, par value US\$0.01 per share, were issued and outstanding, approximately 22,893,759 of which were represented by ADSs (with each ADS representing two common shares). Two (2) shareholders entitled to vote and present in person, or (in the case of a common shareholder being a corporation) by its duly authorized representative, or by proxy that represent not less than one-third in nominal value of our total issued voting shares shall form a quorum for all purposes.

Voting and Solicitation

Holders of common shares outstanding on the record date are entitled to one vote for each common share held. At the annual general meeting every common shareholder present in person, or (in the case of a common shareholder being a corporation) by its duly authorized representative, or by proxy, may vote for the fully paid common shares held by such common shareholder. A resolution put to the vote of a meeting shall be decided on a poll. The result of the poll shall be deemed to be the resolution of the meeting.

The Company will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the annual general meeting.

Voting by Holders of Common Shares

When proxies are properly dated, executed and returned by holders of common shares, the common shares they represent will be voted at the annual general meeting in accordance with the instructions of the shareholder. If no specific instructions are given in a proxy that is properly dated, executed and returned by a holder of common shares, the common shares will be voted "FOR" each proposal and in the proxy holder's discretion as to other matters that may properly come before the annual general meeting. Abstentions by holders of common shares are included in the determination of the number of common shares present and voting but are not counted as votes for or against a proposal. Broker non-votes will not be counted towards a quorum or for any purpose in determining whether the proposal is approved.

Voting by Holders of American Depositary Shares

Citibank, N.A., as depositary of the ADSs, has advised us that it intends to mail to all owners of ADSs this proxy statement, the accompanying notice of annual general meeting and an ADR Voting Instruction Card. Upon the written request of an owner of record of ADSs, Citibank, N.A. will endeavor, insofar as

practicable, to vote or cause to be voted the amount of common shares represented by such ADSs in accordance with the instructions set forth in such request. Citibank, N.A. has advised us that it will not vote or attempt to exercise the right to vote other than in accordance with those instructions. As the holder of record for all the common shares represented by the ADSs, only Citibank, N.A. may vote those common shares at the annual general meeting.

Citibank, N.A. and its agents have advised us that they are not responsible if they fail to carry out your voting instructions or for the manner in which they carry out your voting instructions. This means that if the common shares underlying your ADSs are not able to be voted at the annual general meeting, there may be nothing you can do.

If (i) the enclosed Voting Instruction card is signed but is missing voting instructions, or (ii) the enclosed Voting Instruction card is improperly completed, Citibank, N.A. will deem such holder of ADSs to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

RE-ELECTION OF CLASS A DIRECTOR

According to Article 87 of our Articles of Association, our board of directors is divided into three classes, namely class A directors, class B directors, and class C directors. At the upcoming general meeting, the class A directors shall retire from office and be eligible for re-election. As a result, Kevin Xiaofeng Ma and Walter Lin Wang, our class A directors, are subject to retirement and re-election at this meeting. We have received a letter duly executed by Walter Lin Wang notifying us of his decision not to offer himself for re-election at the 2014 annual general meeting. As a result, Walter Lin Wang will retire as a class A director of the Company, effective as of the conclusion of the 2014 annual general meeting. We now hereby nominate Kevin Xiaofeng Ma for re-election as a class A director at the 2014 annual general meeting. Kevin Xiaofeng Ma will hold office for a three-year term and until his respective successor is elected and is duly qualified, or until his disqualification in accordance with our Articles of Association.

Common shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of Kevin Xiaofeng Ma. The board has no reason to believe that Kevin Xiaofeng Ma will be unable or unwilling to serve as a director if elected. In the event that Kevin Xiaofeng Ma should be unavailable for election as a result of an unexpected occurrence, such common shares will be voted for the election of such substitute nominee as management may propose.

The following table sets forth certain information of Kevin Xiaofeng Ma, including age as of September 15, 2014, the principal position currently held and biography:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kevin Xiaofeng Ma	50	Director

Kevin Xiaofeng Ma is co-founder and chairman of the board of our company. Mr. Ma has also been the chief executive officer of our company till October 2013. Prior to co-founding our company, Mr. Ma co-founded Dynamic Technology Corporation and served as its chief executive officer from 1996 to 1998. From 1990 to 1996, Mr. Ma served as a general manager in the Hainan High-Tech Industry International Cooperation Center. Previously, Mr. Ma gained experience as a vice president at the Beijing MDI High-Tech Center, as a director of Beijing Zhongjia Integrated Intelligent System Engineering, and as a reporter for China Radio International. Mr. Ma is a member of the board of directors of a number of private enterprises with operations in China, which do not compete with our business. Mr. Ma graduated from Nanjing University with a bachelor's degree in economics.

Kevin Xiaofeng Ma will be elected as a class A director by an affirmative vote of a simple majority of the votes of the holders of common shares present in person or represented by proxy and voting at the annual general meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 1, THE RE-ELECTION OF THE NOMINEE NAMED ABOVE.

PROPOSAL 2

RE-ELECTION OF CLASS B DIRECTOR

Mr. Cheng-Yaw Sun was appointed as a class B director on October 8, 2013. Article 86(3) of our Articles of Association, any director appointed by the board as an addition to the existing board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. As a result, Cheng-Yaw Sun, our class B director, is subject to re-election at this meeting. We now hereby nominate Cheng-Yaw Sun for re-election as a class B director at the 2014 annual general meeting. Cheng-Yaw Sun will hold office until his disqualification in accordance with our Articles of Association.

Common shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of Cheng-Yaw Sun. The board has no reason to believe that Cheng-Yaw Sun will be unable or unwilling to serve as a director if elected. In the event that Cheng-Yaw Sun should be unavailable for election as a result of an unexpected occurrence, such common shares will be voted for the election of such substitute nominee as management may propose.

The following table sets forth certain information of Cheng-Yaw Sun, including age as of as of September 15, 2014, the principal position currently held and biography:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Cheng-Yaw Sun	57	Director

Cheng-Yaw Sun is the chief executive officer of our company. Prior to founding his own company, Mr. Sun held various executive positions in the technology industry over a span of 30 years. He was managing director of Hewlett Packard (HP) China and corporate vice president of HP, chairman of ALi Corporation, chairman of HiSoft Technology International Limited, and chairman of China Sourcing Alliance. Under his leadership, HP China was awarded as one of "The Most Respected Companies in China" for four consecutive years. In 2006, Mr. Sun was chosen by CCTV to receive the "Economic Person of the Year" award. He founded ZX Talent Development Co. Ltd., a new model for professional development through combining management practice with cloud technology, in September 2012. ZX Talent was acquired by ATA in November 2013, and Mr. Sun became the CEO of ATA after the merger. Mr. Sun graduated from Chung Yuan Christian University with a bachelor's degree in engineering.

Cheng-Yaw Sun will be elected as a class b director by an affirmative vote of a simple majority of the votes of the holders of common shares

present in person or represented by proxy and voting at the annual general meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 2, THE RE-ELECTION OF THE NOMINEE NAMED ABOVE.

PROPOSAL 3

RE-APPOINTMENT OF INDEPENDENT AUDITOR

Our audit committee recommends, and our board of directors concurs, that KPMG be re-appointed as our independent auditor for the fiscal year ending March 31, 2015. KPMG has served as our independent auditor since 2005.

In the event our shareholders fail to vote in favor of the re-appointment, our audit committee will reconsider its selection. Even if the shareholders vote in favor of the re-appointment, our audit committee

in its discretion may direct the re-appointment of a different independent auditing firm at any time during the year if the audit committee believes that such a change would be in the best interests of our company and shareholders.

The affirmative vote of a simple majority of the votes of the holders of common shares present in person or represented by proxy and voting at the annual general meeting will be required to approve this proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 3, THE RE-APPOINTMENT OF KPMG AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING MARCH 31, 2015.

OTHER MATTERS

We know of no other matters to be submitted to the annual general meeting. If any other matters properly come before the annual general meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the board of directors may recommend.

By Order of the Board of Directors,

Kevin Xiaofeng Ma
Executive Chairman of the Board

July 31, 2014

Annual General Meeting of Shareholders

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on September 9, 2014 for action to be taken.

2014 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

ATA Inc. (the "Company")

ADS CUSIP No.:	00211V106.
ADS Record Date:	July 31, 2014.
Meeting Specifics:	Annual General Meeting of Shareholders to be held on September 15, 2014 at 2:00 p.m. (Hong Kong time) at The Venetian Macau - Resort - Hotel, Estrada da Baia de N. Senhora da Esperanca, s/n, Taipa, Macau (the "Meeting").
Depository:	Citibank, N.A.
Deposit Agreement:	Deposit Agreement, dated as of January 28, 2008.
Deposited Securities:	Common shares, par value U.S. \$0.01 per share, of the Company.
Custodian(s):	Citibank Hong Kong.

The undersigned holder, as of the ADS Record Date, of the American Depositary Receipt(s) issued under the Deposit Agreement and evidencing the American Depositary Shares identified above (such American Depositary Shares, the "ADSs"), acknowledges receipt of a copy of the Depository's Notice of Meeting and hereby authorizes and directs the Depository to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

Please note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement that, under the Articles of Association of the Company, as in effect on the date hereof, a poll may be demanded by (i) the Chairman of the Annual General Meeting; (ii) at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; (iii) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the rights to vote at the meeting; (iv) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorized representative or by proxy and holding the Deposited Securities conferring a right to vote at the meeting being Deposited Securities on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Deposited Securities conferring that right; or (v) if required by the NASDAQ Stock Market, by any director or directors of the Company who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the meeting. Also, the Depository will not join in demanding a poll, whether or not requested by a Holder of ADSs.

Please further note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, (i) in the event voting takes place by a show of hands, the Depository shall instruct the Custodian to vote the Deposited Securities in accordance with voting instructions received from Holders; or (ii) in the event of voting by poll, (a) the Depository shall instruct the Custodian to vote the Deposited Securities in accordance with voting instructions received from Holders, or (b) if the Depository fails to receive voting instructions by the voting deadline, such Holder shall be deemed, or the Depository shall deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities represented by such Holder's ADSs; provided, however, that no such discretionary proxy shall be given with respect to any matter as to which the Company informs the Depository that (a) the Company does not wish such proxy to be given, (b) substantial opposition exists, or (ii) the rights of Holders may be adversely impacted.

Please also note that, in accordance with and subject to the terms of Section 4.10 of the Deposit Agreement, if the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities, the Depository will deem such Holder to have instructed the Depository to vote in favor of such items. The Depository shall, if so requested in writing by the Company, represent all Deposited Securities for the sole purpose of establishing a quorum at a meeting of shareholders.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depository and the Company that the undersigned is duly authorized to give the Voting Instructions contained herein.

Agenda:

1. Re-election of Kevin Xiaofeng Ma to serve as a class A director of the Company.
2. Re-election of Cheng-Yaw Sun to serve as a class B director of the Company.
3. Re-appointment of KPMG as the Company's independent auditor for the fiscal year ending March 31, 2015.

A Issues ATA Inc.

	For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give voting instructions "FOR" the unmarked issue.

If these Voting Instructions are signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to an issue, the undersigned shall be deemed to have directed the Depository to give an "ABSTAIN" voting instruction for such issue.

Please be sure to sign and date this Voting Instruction Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line Signature 2 - Please keep signature within the line Date (mm/dd/yyyy)

_____ / / _____
