
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON D.C. 20549

FORM 6-K

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

For the month of November 2018

Commission File Number: 001-33910

ATA Inc.

1/F East Gate, Building No.2, Jian Wai SoHo,
No.39, Dong San Huan Zhong Road,
Chao Yang District, Beijing 100022, China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 by furnishing the information contained in this Form, the registrant 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

SIGNATURE

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.

By: /s/ Amy Tung

Name: Amy Tung

Title: Chief Financial Officer

Date: November 7, 2018

EXHIBIT INDEX

Exhibit No.	Description
99.1	Exhibit 1
99.2	Exhibit 2
99.3	Exhibit 3

ATA INC.
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 17, 2018

On December 17, 2018, ATA Inc., a Cayman Islands company (the “Company”), will hold its annual general meeting of shareholders at 2 p.m., local time, at Da Vinci 2801, 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 Zhilei Tong to serve as a class A director of the Company.
2. Re-election of Jack Huang to serve as a class B director of the Company.
3. Approval and ratification of the Second Amendment and Restatement of 2008 Employee Share Incentive Plan of the Company.
4. Re-appointment of KPMG Huazhen LLP as the Company’s independent auditor for the fiscal year ending December 31, 2018.

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 November 5, 2018 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, CFO, ATA Inc., 1/F East Gate, Building No. 2, Jian Wai Soho, No. 39 Dong San Huan Zhong Road, Chao Yang District, Beijing 100022, 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 2017 Transition Report on Form 20-F are also available through our website at <http://www.atai.net.cn>.

By Order of the Board of Directors,



Kevin Xiaofeng Ma
Executive Chairman of the Board and Chief Executive Officer

November 5, 2018

ATA INC.

PROXY STATEMENT

General

Our board of directors is soliciting proxies for the annual general meeting of shareholders to be held on December 17, 2018 at 2 p.m., local time, or at any adjournment or postponement thereof. The annual general meeting will be held at Da Vinci 2801, 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 November 5, 2018 are entitled to vote at the annual general meeting. Our common shares underlying ADSs are included for purposes of this determination. As of October 31, 2018, 45,796,886 of our common shares, par value US\$0.01 per share, were issued and outstanding, approximately 21,124,326 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 Depository to give a discretionary proxy to a person designated by the Company.

PROPOSAL 1

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 director shall retire from office and be eligible for re-election. As a result, Zhilei Tong, our class A director, is subject to retirement and re-election at this meeting. We now hereby nominate Zhilei Tong for re-election as a class A director at the 2018 annual general meeting. Zhilei Tong will hold office for a three-year term and until his 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 Zhilei Tong. The board has no reason to believe that Zhilei Tong will be unable or unwilling to serve as a director if elected. In the event that Zhilei Tong 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 Zhilei Tong, including age as of December 17, 2018, the principal position currently held and biography:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Zhilei Tong	43	Director

Zhilei Tong is a director of our board. Mr. Tong founded Chinese All Digital Publishing Group Co., Ltd. in 2000 and is currently the chairman and CEO of ChineseAll Digital Publishing Group Co., Ltd. He is also the executive director of Pingxiang Ruiwen Enterprise Management Consulting Co., Ltd., the executive director and CEO of Beijing ChineseAll Education Technology Development Co., Limited, the executive director of Shanghai ChineseAll Culture Development Co., Ltd., and the executive director of Hangzhou ChineseAll Information Technology Co., Ltd., the executive director of ChineseAll (Tianjin) Culture Development Co., Ltd., the executive director of ChineseAll Group Limited, the director of Beijing Yajieshanghui Consulting Co., Ltd., the representative of the Beijing Municipal People's Congress, a representative of the 16th People's Congress of Beijing Dongcheng District, a member of the Secretary General in the All-China Youth Federation and secretary general in education subsector, the vice-chairman in Youth Federation of Dongcheng District of Beijing, the vice president of the Copyright Society of China, the vice-chairman of China Redactological Society. Mr. Tong received his bachelor's degree from Tsinghua University and his IMBA degree from MIT and Tsinghua University.

Zhilei Tong 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. Jack Huang was appointed as a class B director by our board of directors on January 22, 2018. According to 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, Jack Huang, our class B director, is subject to re-election at this meeting. We now hereby nominate Jack Huang for re-election as a class B director at the 2018 annual general meeting. Jack Huang will hold office for a three-year term and until his 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 Jack Huang. The board has no reason to believe that Jack Huang will be unable or unwilling to serve as a director if elected. In the event that Jack Huang 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 Jack Huang, including age as of December 17, 2018, the principal position currently held and biography:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jack Huang	46	President and Director

Jack Huang is the president and a director of our company. Prior to joining us, Mr. Huang was the chief executive officer of Lanxum Education, an online education and information security services provider in China, from 2015 to 2017. Prior to this, Mr. Huang worked at Chegg where he served as head of Chegg’s China operations, and Pearson where he served as the managing director of the Language Testing Division in the Asia Pacific region. Mr. Huang received his MBA degree from HEC Paris and a master’s degree from Edinburgh Napier University. Mr. Huang also received a bachelor’s degree from Harbin Institute of Technology in China. He is a fellow of the Chartered Institute of Marketing.

Jack Huang 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

APPROVAL AND RATIFICATION OF THE SECOND AMENDMENT AND RESTATEMENT OF 2008 EMPLOYEE SHARE INCENTIVE PLAN

We amended and restated the Amendment and Restatement of 2008 Employee Share Incentive Plan in October 2018, primarily to extend its term, expand the option pool thereunder, and change the number of common shares automatically added to the option pool on each calendar year during its term to an amount equal to the lesser of (i) 1% of the total number of common shares issued and outstanding on December 31 of the immediately preceding calendar year, or (ii) such number of common shares as may be established by the board of directors.

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 APPROVAL AND RATIFICATION OF THE SECOND AMENDMENT AND RESTATEMENT OF 2008 EMPLOYEE SHARE INCENTIVE PLAN OF THE COMPANY.

PROPOSAL 4

RE-APPOINTMENT OF INDEPENDENT AUDITOR

Our audit committee recommends, and our board of directors concurs, that KPMG Huazhen LLP be re-appointed as our independent auditor for the fiscal year ending December 31, 2018. KPMG Huazhen LLP has served as our independent auditor since 2015.

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 4, THE RE-APPOINTMENT OF KPMG HUAZHEN LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2018.

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,

A handwritten signature in black ink, appearing to read 'Kevin Xiaofeng Ma', is written over a faint, illegible stamp or background.

Kevin Xiaofeng Ma
Executive Chairman of the Board and Chief Executive Officer

November 5, 2018

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 December 11, 2018 for action to be taken.

2018 VOTING INSTRUCTIONS

AMERICAN DEPOSITARY SHARES

ATA Inc. (the "Company")

ADS CUSIP No.:	00211V106
ADS Record Date:	November 5, 2018
Meeting Specifics:	Annual General Meeting of Shareholders to be held on December 17, 2018 at 2:00 p.m. (Hong Kong time) at Da Vinci 2801, The Venetian Macao 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:	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 (c) 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 Zhilei Tong to serve as a class A director of the Company.
2. Re-election of Jack Huang to serve as a class B director of the Company.
3. Approval and ratification of the Second Amendment and Restatement of 2008 Employee Share Incentive Plan of the Company.

4. Re-appointment of KPMG Huazhen LLP as the Company's independent auditor for the fiscal year ending December 31, 2018.

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"/>
Resolution 4	<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)

_____/_____/_____
