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

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

ATA Creativity Global
(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.)

c/o Rm. 507, Bldg. 3, BinhuZhuoyueCheng,
WenhuaKechuangYuan, Huayuan Blvd. 365,
Baohe, Hefei, Anhui 230051, China
(Address, Including Zip Code, of Principal Executive Offices)

2008 Employee Share Incentive Plan of ATA Creativity Global (amended and restated as of October 26, 2018)
(Full Title of the Plan)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940
(Name, Address 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 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. ☐

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents of ATA Creativity Global (the "Company" or the "Registrant") previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference in this Registration Statement:

(a) The Company's Annual Report on Form 20-F for its fiscal year ended December 31, 2023, filed with the Commission on April 10, 2024 (Commission File No. 001-33910); and

(b) The description of the Company's common shares and American Depository Shares contained in the Company's Registration Statement on Form 8-A (Commission File No. 001-33910), originally filed with the Commission on January 10, 2008 and as subsequently amended.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date hereof, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is 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 or is 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 amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Cayman Islands law does not limit the extent to which a company's articles of association may provide indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Island courts to be contrary to the public interest, such as providing indemnification against civil fraud or the consequences of committing a crime. The Registrant's fourth amended and restated memorandum and articles of association provides for indemnification of officers and directors out of the assets and profits of the Registrant for losses, damages, costs and expenses incurred in their capacities as such, except through their own fraud or dishonesty.

The Registrant has also entered into indemnification agreements with all of its directors and executive officers whereby it agrees to indemnify them against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or executive officer.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in exhibit 107 of the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in the post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit

4.1	2008 Employee Share Incentive Plan of ATA Creativity Global (amended and restated as of October 26, 2018) (incorporated by reference to Exhibit 4.4 to the Company's Annual Report on Form 20-F filed with the Commission on April 18, 2019 (registration number 001-33910)).
5.1	Opinion of Conyers Dill & Pearman (opinion re legality).
23.1	Consent of KPMG Huazhen LLP.
23.2	Consent of Audit Alliance LLP
23.3	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).
24.1	Power of Attorney (included in this Registration Statement under "Signatures").
107	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on April 18, 2024.

ATA Creativity Global

By: /s/ Xiaofeng Ma
Xiaofeng Ma
Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Xiaofeng Ma as his or her true and lawful attorney-in-fact and agent, 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 attorney-in-fact and agent 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 attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Xiaofeng Ma Xiaofeng Ma	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	April 18, 2024
/s/ Ruobai Sima Ruobai Sima	Chief Financial Officer (Principal Financial and Accounting Officer)	April 18, 2024
/s/ Jun Zhang Jun Zhang	President and Director	April 18, 2024
/s/ Andrew Y Yan Andrew Y Yan	Director	April 18, 2024
/s/ Hope Ni Hope Ni	Director	April 18, 2024
/s/ Alec Tsui Alec Tsui	Director	April 18, 2024
/s/ Zhilei Tong Zhilei Tong	Director	April 18, 2024

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the requirements of the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this registration statement in Newark, Delaware on April 18, 2024.

Puglisi & Associates

By: /s/ Donald J. Puglisi
Donald J. Puglisi
Managing Director

Exhibit 5.1

CONYERS DILL & PEARMAN

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conyers.com

18 April 2024

Matter No.: 838425
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ATA Creativity Global
c/o Rm. 507, Bldg. 3, BinhuZhuoyueCheng,
WenhuaKechuangYuan, Huayuan Blvd. 365,
Baohe, Hefei, Anhui 230051, China

Dear Sirs

ATA Creativity Global (the "Company")

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 to be filed by the Company with the United States Securities and Exchange Commission (the "**Commission**") on 18 April 2024 (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 of an aggregate of 628,939 shares, par value US$0.01 per share, of the Company (the "**Common Shares**") to be issued pursuant to the ATA Inc. 2008 Employee Share Incentive Plan as amended and restated as of 26 October 2018 (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).

1. DOCUMENTS REVIEWED

For the purposes of giving this opinion, we have examined and relied upon copies of the following documents:

1.1 the Registration Statement;

1.2 the Plan.

We have also reviewed and relied upon:

1.3 the third amended and restated memorandum and articles of association of the Company adopted on 7 January 2008 and became effective on 1 February 2008 (as amended on 12 September 2019) and the fourth amended and restated memorandum and articles of association of the Company adopted on 18 December 2020;

1.4 a copy of the written resolutions of all the directors of the Company passed on 26 October 2018 (the "**Directors Resolutions**") and minutes of the annual general meeting of the members of the Company held on 17 December 2018 (together with the Directors Resolutions, the "**Resolutions**");

1.5 a certificate of good standing of the Company dated 15 April 2024 (the "**Certificate Date**"); and

1.6 such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

2. ASSUMPTIONS

We have assumed:

2.1 the genuineness and authenticity of all signatures and the conformity to the originals of all copies of documents (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken;

2.2 the accuracy and completeness of all factual representations made in the Registration Statement, the Plan and other documents reviewed by us;

2.3 that the Resolutions 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;

2.4 the directors of the Company have acted for a proper purpose in approving the Directors Resolutions;

2.5 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;

2.6 that upon issue of any shares to be sold by the Company the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof;

2.7 the validity and binding effect under the laws of the United States of America of the Registration Statement and that the Registration Statement will be duly filed with the Commission;

2.8 that on the date of issuance of any of the Common Shares, the Company will have sufficient authorised but unissued Common Shares;

2.9 the number of Common Shares which may be delivered pursuant to the options and awards granted under the Plan are or were within the limit provided under the Plan; and

2.10 that on the date of issuance of any options and/or awards under the Plan, the Company will be able to pay its liabilities as they become due.

3. QUALIFICATIONS

3.1 We express no opinion with respect to the issuance of Common Shares pursuant to any provision of the Plan that purports to obligate the Company to issue Common Shares following the commencement of a winding up or liquidation.

3.2 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 Common Shares by the Company and is not to be relied upon in respect of any other matter.

4. OPINION

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

4.1 The Company is duly incorporated and existing under the laws of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Act (the "**Act**"), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Act.

4.2 The Common Shares, when issued and paid for in accordance with the Plan, 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 or holding of such shares).

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we come within 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

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report datedApril 12, 2023, with respect to the consolidated financial statements of ATA Creativity Global, incorporated herein by reference.

/s/ KPMG Huazhen LLP
KPMG Huazhen LLP

Beijing, China
April 18, 2024

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report datedApril 10, 2024, with respect to the consolidated financial statements of ATA Creativity Global, incorporated herein by reference.

/s/ Audit Alliance LLP
Audit Alliance LLP

Singapore
April 18, 2024

Exhibit 107

Calculation of Filing Fee Tables

Form S-8
(Form Type)

ATA Creativity Global
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common shares, $0.01 par value per share	Rule 457(c) and Rule 457(h)	628,939(1) (2)	US$0.4571(3)	US$287,488.02(3)	US$0.00014760	US$42.43
	Total Offering Amounts				US$287,488.02		US$42.43
	Total Fee Offsets						-
	Net Fee Due						US$42.43

(1) Represents common shares, par value $0.01 per share (the "Common Shares"), issuable pursuant to awards under the 2008 Employee Share Incentive Plan of ATA Creativity Global, a Cayman Islands corporation (the "Registrant"), as amended and restated as of October 26, 2018 (the "Plan"). This Registration Statement covers, in addition to the number of Common Shares stated above, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Plan as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) These Common Shares may be represented by the Registrant's American Depository Shares, or ADSs, each of which represents two Common Shares. The Registrant's ADSs issuable upon deposit of the Common Shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-148641) filed on January 14, 2008, and any other amendment or report filed for the purpose of updating such statement.

(3) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the Proposed Maximum Offering Price Per Share and the Proposed Maximum Aggregate Offering Price with respect to the Plan are calculated based on the average of the high and low prices for the Registrant's Common Shares represented by American Depositary Shares as reported on the NASDAQ Global Market on April 16, 2024.