

---

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

POST-EFFECTIVE AMENDMENT NO. 1  
TO

## FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

### 360 DigiTech, 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 Number)

**7/F Lujiazui Finance Plaza  
No. 1217 Dongfang Road  
Pudong New Area, Shanghai 200122  
People's Republic of China  
Phone: +86 10 5244 7655**

(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 42<sup>nd</sup> Street, 18<sup>th</sup> Floor  
New York, NY 10168  
+1 800 221 0102**

(Name, address, including zip code, 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   
Emerging growth company

Accelerated filer

Non-accelerated filer   
Smaller reporting 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.

#### Copies to:

**Alex Xu, Chief Financial Officer**  
7/F Lujiazui Finance Plaza  
No. 1217 Dongfang Road  
Pudong New Area, Shanghai 200122  
People's Republic of China  
Phone: +86 10 5244 7655

**Z. Julie Gao, Esq.**  
Skadden, Arps, Slate, Meagher & Flom LLP  
c/o 42/E, Edinburgh Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong  
+852 3740 4700

**Haiping Li, Esq.**  
Skadden, Arps, Slate, Meagher & Flom LLP  
JingAn Kerry Centre, Tower II  
46th Floor  
1539 Nanjing West Road, Shanghai  
People's Republic of China  
+86 21 6193 8200

---

---

EXPLANATORY NOTE

This Amendment No. 1 is being filed solely for the purpose of filing exhibit 10.2 to this registration statement on Form S-8, or the Registration Statement, and amending the exhibit index the Registration Statement. No changes have been made to the Registration Statement other than this explanatory note and exhibit index of the Registration Statement. Accordingly, this Amendment No. 1 consists only of the cover page, this explanatory note and the amended exhibit index of the Registration Statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>Second Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-228020), as amended, initially filed with the SEC on October 26, 2018)</u></a>
4.2	<a href="#"><u>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/A (File No. 333-228020), as further amended, initially filed with the SEC on December 6, 2018)</u></a>
4.3	<a href="#"><u>Deposit Agreement among the Registrant, The Bank of New York Mellon as depositary, and holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder dated December 13, 2018 (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-231892))</u></a>
5.1†	<a href="#"><u>Opinion of Maples and Calder (Hong Kong) LLP, regarding the legality of the Class A ordinary shares being registered</u></a>
10.1†	<a href="#"><u>2019 Share Incentive Plan</u></a>
10.2*	<a href="#"><u>Amendment No. 1 to the 2019 Share Incentive Plan</u></a>
23.1†	<a href="#"><u>Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP</u></a>
23.2†	<a href="#"><u>Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)</u></a>
24.1†	<a href="#"><u>Power of Attorney (included on signature page hereto)</u></a>

\* Filed herewith.

† Previously filed.

## 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 Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on October 13, 2020.

### 360 DigiTech, Inc.

**By:** /s/ Haisheng Wu  
**Name:** Haisheng Wu  
**Title:** Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to 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/ Hongyi Zhou</u> Hongyi Zhou	Chairman of the Board of Directors	October 13, 2020
<u>/s/ Haisheng Wu</u> Haisheng Wu	Chief Executive Officer (Principal Executive Officer) and Director	October 13, 2020
<u>/s/ Jiang Wu</u> Jiang Wu	Director	October 13, 2020
<u>/s/ Wei Liu</u> Wei Liu	Director	October 13, 2020
<u>/s/ Dan Zhao</u> Dan Zhao	Director	October 13, 2020
<u>/s/ Gang Xiao</u> Gang Xiao	Director	October 13, 2020
<u>/s/ Yongjin Fu</u> Yongjin Fu	Director	October 13, 2020
<u>/s/ Andrew Y Yan</u> Andrew Y Yan	Director	October 13, 2020
<u>/s/ Eric Xiaohuan Chen</u> Eric Xiaohuan Chen	Director	October 13, 2020
<u>/s/ Alex Xu</u> Alex Xu	Chief Financial Officer (Principal Financial and Accounting Officer)	October 13, 2020

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of 360 DigiTech, Inc., has signed this Post-Effective Amendment No. 1 to Registration Statement in New York, United States of America on October 13, 2020.

**Authorized U.S. Representative**

**Cogency Global Inc.**

**By:** /s/ Colleen A. De Vries

**Name:** Colleen A. De Vries

**Title:** Senior Vice President

**Amendment No. 1 to the 2019 Share Incentive Plan**

This Amendment No.1 (“Amendment No.1”) to the 2019 Share Incentive Plan (the “2019 Plan”) of 360 Finance, Inc. (the “Company”) is effective as of August 23, 2020.

1. Pursuant to the resolutions passed in meeting of the board of directors of the Company on August 23, 2020, effective on the date first set forth above, Section 3.1(a) of the 2019 Plan is hereby amended by replacing the Section 3.1(a) entirely as follows:

“(a) Subject to the provisions of Article 9 and Section 3.1(b), the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Share Options) is 17,547,567 Shares, and an annual increase on the first day of each of the four consecutive fiscal years of the Company commencing with the fiscal year beginning January 1, 2021, by (i) an amount equal to 1.0% of the total number of the then issued and outstanding Shares or (ii) such fewer number of Shares as may be determined by the Board.”

2. Notwithstanding the foregoing, except as amended hereby, each of the provisions of the 2019 Plan shall remain in full force and effect, and this Amendment shall not constitute a modification, acceptance or waiver of any other provision of the 2019 Plan except as specifically provided herein.

3. This Amendment shall be construed in accordance with and governed by the laws of the Cayman Islands.

---