

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**

For the month of October 2024
Commission File Number: 001-38833

UP Fintech Holding Limited

**1 Raffles Place, #35-61 One Raffles Place
Singapore (048616)**

(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

Form 20-F

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.

UP Fintech Holding Limited

By: /s/ JOHN FEI ZENG
Name: John Fei Zeng
Title: Chief Financial Officer

Date: October 29, 2024

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--------------------------------------|
| 99.1 | <u>Press Release</u> |

UP Fintech Announces Full Exercise of Over-Allotment Option in Follow-on Public Offering of American Depository Shares

SINGAPORE, October 29, 2024 – UP Fintech Holding Limited (Nasdaq: TIGR) (“UP Fintech” or the “Company”), a leading online brokerage firm focusing on global investors, today announced that the underwriters of the Company’s follow-on public offering have fully exercised their option to purchase an aggregate of 2,250,000 additional American Depository Shares (“ADSs”), each representing 15 Class A ordinary shares of the Company, from the Company at the public offering price of US\$6.25 per ADS.

Deutsche Bank AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited and US Tiger Securities, Inc. acted as the joint bookrunners for the ADS offering.

The ADS offering has been made pursuant to an automatic shelf registration statement on Form F-3 filed with the United States Securities and Exchange Commission (the “SEC”) and is available on the SEC’s website at <http://www.sec.gov>. The ADS offering has been made only by means of a prospectus supplement and an accompanying prospectus included in the Form F-3. The Form F-3 and the prospectus supplement are available on the SEC’s website at <http://www.sec.gov>. The final prospectus supplement has been filed with the SEC and is available on the SEC’s website at: <http://www.sec.gov>. Copies of the final prospectus supplement and the accompanying prospectus may be obtained by contacting Deutsche Bank AG, Hong Kong Branch, Level 60, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong; China International Capital Corporation Hong Kong Securities Limited 29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong; or, US Tiger Securities, Inc., 437 Madison Avenue, 27th Floor, New York, NY 10022, United States of America.

This announcement shall not constitute an offer to sell, or a solicitation of an offer to buy, the securities described herein, nor shall there be any offer, solicitation or sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About UP Fintech Holding Limited

UP Fintech Holding Limited is a leading online brokerage firm focusing on global investors. The Company’s proprietary mobile and online trading platform enables investors to trade in equities and other financial instruments on multiple exchanges around the world. The Company offers innovative products and services as well as a superior user experience to customers through its “mobile first” strategy, which enables it to better serve and retain current customers as well as attract new ones. The Company offers customers comprehensive brokerage and value-added services, including trade order placement and execution, margin financing, IPO subscription, ESOP management, investor education, community discussion and customer support. The Company’s proprietary infrastructure and advanced technology are able to support trades across multiple currencies, multiple markets, multiple products, multiple execution venues and multiple clearinghouses.

For more information on the Company, please visit: <https://ir.itigerup.com>.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “may,” “might,” “aim,” “likely to,” “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar statements or expressions. Among other statements, the business outlook and quotations from management in this announcement, the Company’s strategic and operational plans and expectations regarding growth and expansion of its business lines, and the Company’s plans for future financing of its business contain forward-looking statements. The Company may also make written or oral forward-looking statements in its periodic reports to the U.S. Securities and Exchange Commission (“SEC”) on Forms 20-F and 6-K, in its annual report to shareholders, in press releases and other written materials and in oral statements made by its officers, directors or employees to third parties, including the earnings conference call. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s ability to effectively implement its growth strategies; trends and competition in global financial markets; changes in the Company’s revenues and certain cost or expense accounting policies; and governmental policies and regulations affecting the Company’s industry and general economic conditions in China, Singapore and other countries. Further information regarding these and other risks is included in the Company’s filings with the SEC, including the Company’s annual report on Form 20-F filed with the SEC on April 22, 2024. All information provided in this press release and in the attachments is as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law. Further information regarding these and other risks is included in the Company’s filings with the SEC.

For investor and media inquiries please contact:

Investor Relations Contact

UP Fintech Holding Limited
Email: ir@itiger.com
