

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 20-F/A

(Amendment No. 1)

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number 001-36896

Mercurity Fintech Holding Inc.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

Room 003, Floor 15, Building No.1 B

No. 38 Zhongguancun Avenue

Haidian District, Beijing 100086

People's Republic of China

(Address of principal executive offices)

Frank Zhigang Zhao

Chief Financial Officer

Mercurity Fintech Holding Inc.

Room 003, Floor 15, Building No.1 B

No. 38 Zhongguancun Avenue

Haidian District, Beijing 100086

People's Republic of China

Phone: +86 5360-6428

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American depository shares, each representing 360 ordinary shares, par value US\$0.00001 per share	MFH	The Nasdaq Capital Market
Ordinary Shares, par value US\$0.00001 per share*		The Nasdaq Capital Market

* Not for trading, but only in connection with the listing on the Nasdaq Capital Market of American depository shares, each representing 360 ordinary shares

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

2,108,869,528 Ordinary Shares (excluding ordinary shares in the form of ADS that are reserved for issuance upon the exercise of share awards) as December 31, 2019.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards
as issued by the International Accounting
Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

EXPLANATORY NOTE

This Amendment No. 1 on Form 20-F/A (the “Amendment”) is being filed by Mercury Fintech Holding Inc. (the “Company”) to amend the Company’s annual report on Form 20-F for the year ended December 31, 2019 originally filed with the U.S. Securities and Exchange Commission (the “SEC”) on June 12, 2020 (the “Original 2019 Form 20-F”). The Company is filing this Amendment solely to add the following disclosure to the Original 2019 Form 20-F regarding the reliance by the Company on the SEC’s Order under Section 36 of the Securities Exchange Act of 1934 Modifying Exemptions from the Reporting and Proxy Delivery Requirements for Public Companies dated March 25, 2020 (Release No. 34-88465) (the “Order”) extending the deadlines by up to 45 days for filing certain reports made under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

This Amendment is being filed to include the disclosure below in accordance with the Order, which was omitted from the Original 2019 Form 20-F.

RELIANCE ON SEC RELIEF FROM FILING REQUIREMENTS

On April 23, 2020, we furnished a current report on Form 6-K to the SEC to indicate our intention to rely on the relief granted by the SEC’s Order under Section 36 of the Securities Exchange Act of 1934 Modifying Exemptions from the Reporting and Proxy Delivery Requirements for Public Companies dated March 25, 2020 (Release No. 34-88465) and to require additional time to finalize our annual report on Form 20-F due to circumstances related to novel coronavirus (“COVID-19”) pandemic. We are headquartered in Beijing, China, which has been seriously impacted by the COVID-19 epidemic. The severity of the current COVID-19 pandemic resulted in lock-downs, travel restrictions and quarantines imposed by the PRC government. We closed our corporate offices in China from January through March 2020 and requested that all employees work remotely. Restrictions on access to our facilities and quarantines have impeded our finance team from completing the financial statements and related materials necessary for audit. These, in turn, hampered our ability to file the annual report on Form 20-F by the original filing deadline of April 30, 2020.

As required by Rule 12b-15 under the Exchange Act, certifications by the Company’s principal executive officer and principal financial officer are filed as exhibits to the Amendment under Item 19 of Part III hereof. Paragraphs 3, 4 and 5 of these certifications have been omitted in accordance with the SEC’s rules and guidance. Additionally, the Amendment does not include the certifications under Section 906 of the Sarbanes-Oxley Act of 2002, as no financial statements are being filed with the Amendment.

Other than the matters described above, this Amendment does not amend or modify any information included in any of the disclosure presented in the Original 2019 Form 20-F or reflect events that may have occurred subsequent to the original filing date of the Original 2019 Form 20-F on June 12, 2020. Accordingly, the Amendment should be read in conjunction with the Original 2019 Form 20-F.

ITEM 19. EXHIBITS.

Exhibit No.

Description of Exhibit

<u>12.1*</u>	<u>Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002</u>
<u>12.2*</u>	<u>Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002</u>

* Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment No. 1 to its annual report on Form 20-F on its behalf.

Mercurity Fintech Holding Inc.

By: /s/ Hua Zhou

Name: Hua Zhou

Title: Chief Executive Officer

Date: June 18, 2020

**Certification by the Principal Executive Officer Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Hua Zhou, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 20-F of Mercurity Fintech Holding Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 18, 2020

By: /s/ Hua Zhou
Name: Hua Zhou
Title: Chief Executive Officer (*Principal Executive Officer*)

**Certification by the Principal Financial Officer Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Frank Zhigang Zhao, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 20-F of Mercurity Fintech Holding Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 18, 2020

By: /s/ Frank Zhigang Zhao
Name: Frank Zhigang Zhao
Title: Chief Financial Officer (*Principal Financial Officer*)
