
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Momo 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)

20th Floor, Block B
Tower 2, Wangjing SOHO
No.1 Futongdong Street
Chaoyang District, Beijing 100102
People's Republic of China
+86-10-5731-0567

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

2014 Share Incentive Plan
(Full title of the plan)

Law Debenture Corporate Services Inc.
400 Madison Avenue, 4th Floor
New York, New York 10017
(212) 750-6474

(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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Copies to:

Jonathan Xiaosong Zhang
Chief Financial Officer
Momo Inc.
20th Floor, Block B
Tower 2, Wangjing SOHO
No.1 Futongdong Street
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+86-10-5731-0567

Z. Julie Gao, Esq.
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Ordinary Shares, par value \$0.0001 per share	13,000,000 (3)	\$9.275 (3)	\$120,575,000	\$13,974.64
Total	13,000,000	—	\$120,575,000	\$13,974.64

- (1) These shares may be represented by the Registrant’s American depositary shares (“ADSs”), each of which represents two Class A ordinary shares. The Registrant’s ADSs issuable upon deposit of the Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-200636).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the 2014 Share Incentive Plan (the “Plan”). Any shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of shares that may be issued under the Plan.
- (3) These shares represent the estimated number of Class A ordinary shares that will be automatically added to the Plan, effective January 1, 2017, January 1, 2018 and January 1, 2019, pursuant to the Plan’s evergreen provisions, which were not previously registered under the Registrant’s registration statement on Form S-8 (File No. 333-201769) filed on January 30, 2015 (the “Original S-8 Registration Statement”). The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(h) and Rule 457(c) under the Securities Act, is based on \$18.55 per ADS, the average of the high and low prices for the Registrant’s ADSs as quoted on the NASDAQ Global Select Market on December 22, 2016.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purposes of registering an aggregate of 13,000,000 Class A ordinary shares in the capital of the Momo Inc. (the "Registrant"), which represent the estimated number of Class A ordinary shares that will be automatically added to the Plan, effective January 1, 2017, January 1, 2018 and January 1, 2019, pursuant to the Plan's evergreen provisions, which were not previously registered under the Original S-8 Registration Statement.

Previously, an aggregate of 19,701,036 Class A ordinary shares in the capital of the Registrant were registered for issuance under the Plan pursuant to the Original S-8 Registration Statement. In accordance with General Instruction E to Form S-8, the contents of the Original S-8 Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

In accordance with the terms of the Plan, a maximum aggregate of 14,031,194 Class A ordinary shares may be issued pursuant to all awards granted thereunder. Beginning in 2017, such maximum aggregate number will be increased by a number equal to 1.5% of the total number of outstanding ordinary shares (including Class A and Class B ordinary shares) on the last day of the immediately preceding calendar year, or such lesser number of Class A ordinary shares as determined by the Company's board of directors, on the first day of each calendar year during the term of the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

- (a) The Registrant's registration statement on Form S-8 (File No. 333-201769) filed with the Commission on January 30, 2015;
- (b) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2015, filed with the Commission on April 25, 2016; and
- (c) The description of the Registrant's ordinary shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-36765) filed with the Commission on November 28, 2014, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on December 30, 2016.

Momo Inc.

By: /s/ Yan Tang

Name: Yan Tang

Title: Chairman of the Board of Directors and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Yan Tang and Jonathan Xiaosong Zhang, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on December 30, 2016.

<u>Signature</u>	<u>Title</u>
<u>/s/ Yan Tang</u> Yan Tang	Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
<u>/s/ Jonathan Xiaosong Zhang</u> Jonathan Xiaosong Zhang	Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Yong Li</u> Yong Li	Director
<u>/s/ Sichuan Zhang</u> Sichuan Zhang	Director
<u>/s/ David Ying Zhang</u> David Ying Zhang	Director
<u>/s/ Joseph C. Tsai</u> Joseph C. Tsai	Director
<u>/s/ Neil Nanpeng Shen</u> Neil Nanpeng Shen	Director

Signature

Title

/s/ Feng Yu
Feng Yu

Director

/s/ Benson Bing Chung Tam
Benson Bing Chung Tam

Director

/s/ Dave Daqing Qi
Dave Daqing Qi

Director

/s/ Giselle Manon

Authorized U.S. Representative

Name: Giselle Manon on behalf of Law Debenture Corporate
Services Inc.

Title: Service of Process Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	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, as amended, filed on November 28, 2014 (File No. 333-199996))
4.2	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, as amended, filed on November 28, 2014 (File No. 333-199996))
4.3	Deposit agreement dated December 10, 2014 among the Registrant, the depository and holders and beneficial owners of American depository shares evidenced by American depository receipts issued thereunder
5.1*	Opinion of Maples and Calder (Hong Kong) LLP, regarding the legality of the Class A ordinary shares being registered
10.2	2014 share incentive plan (incorporated herein by reference to Exhibit 10.2 to the registration statement on Form F-1 filed on November 7, 2014 (File No. 333-199996))
23.1*	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP
23.2*	Consent of Maples and Calder (Hong Kong) LLP (included in Exhibit 5.1)
24.1*	Power of attorney (included on signature page hereto)

* Filed herewith.

Our ref SHF/692329-000001/10533519v1
Direct tel +852 2971 3006
Email derrick.kan@maplesandcalder.com

Momo Inc.
20th Floor, Block B, Tower 2
Wangjing SOHO
No.1 Futongdong Street
Chaoyang District
Beijing 100102
People's Republic of China

December 30, 2016

Dear Sirs

Momo Inc.

We have been asked to render this opinion in our capacity as counsel as to Cayman Islands law to Momo Inc. (the "**Company**") in connection with the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about December 30, 2016 (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 under the Securities Act of 1933, as amended (the "**Act**") of an aggregate amount of 13,000,000 Class A ordinary shares of par value US\$0.0001 each in the share capital of the Company (the "**Shares**") for issuance pursuant to the Company's 2014 Share Incentive Plan (the "**Plan**").

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed copies of the second amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 28 November 2014 and effective immediately upon the completion of the Company's initial public offering of the Company's American Depositary Shares representing its shares (the "**Memorandum and Articles**"), and the corporate authorisations of the Company in connection with the Plan and the issue of the Shares by the Company (the "**Resolutions**") and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorising their issue.

It is our opinion that the Shares to be issued by the Company have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the resolutions adopted by the Board of Directors of the Company (or any individual or committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Company, will be legally issued, fully paid and non-assessable.

In this opinion letter, the phrase "non-assessable" means, with respect to the issuance of Shares, that a shareholder shall not, in respect of the relevant Shares, have any obligation to make further contributions to the Company's assets (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).

These opinions are subject to the qualification that under the Companies Law (2016 Revision) of the Cayman Islands, the register of members of a Cayman Islands company is by statute regarded as *prima facie* evidence of any matters which the Companies Law (2016 Revision) directs or authorises to be inserted therein. A third party interest in the shares in question would not appear. An entry in the register of members may yield to a court order for rectification (for example, in the event of fraud or manifest error).

We have also relied upon the assumptions, which we have not independently verified, that (a) all signatures, initials and seals are genuine, (b) copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals, (c) where a document has been provided to us in draft or undated form, it will be duly executed, dated and unconditionally delivered in the same form as the last version provided to us, (d) the Memorandum and Articles remain in full force and effect and are unamended, (e) the Resolutions were duly passed in the manner prescribed in the Memorandum and Articles and have not been amended, varied or revoked in any respect, (f) there is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinions set out below, and (g) upon the issue of any Shares, the Company will receive consideration which shall be equal to at least the par value of such Shares.

This opinion letter is to and for the benefit solely of the addressee and may not be relied upon by any other person for any purpose.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto. In giving such consent, we do not consider that we are "experts" within the meaning of such term as used in the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder, with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 25, 2016, relating to the consolidated financial statements of Momo Inc., its subsidiaries, its variable interest entity (“VIE”), and its VIE’s subsidiaries appearing in the Annual Report on Form 20-F of Momo Inc. for the year ended December 31, 2015.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Beijing, the People’s Republic of China

December 30, 2016