Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM F-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pinduoduo Inc.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands

(State or other jurisdiction of incorporation or organization)

5961

(Primary Standard Industrial Classification Code Number)

Not Applicable

(I.R.S. Employer Identification Number)

28/F, No. 533 Loushanguan Road, Changning District Shanghai, 200051 People's Republic of China +86 21-52661300

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

Puglisi & Associates 850 Library Avenue, Suite 204 Newark, Delaware 19711 +1 302-738-6680

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Z. Julie Gao, Esq. Skadden, Arps, Slate, Meagher & Flom LLP c/o 42/F, Edinburgh Tower, The Landmark 15 Queen's Road Central Hong Kong +852 3740-4700 David T. Zhang, Esq. Steve Lin, Esq. Kirkland & Ellis International LLP c/o 26/F, Gloucester Tower, The Landmark 15 Queen's Road Central, Hong Kong +852 3761-3300

Approximate date of commencement of proposed sale to the public: as soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company o

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 7(a)(2)(B) of the Securities Act. o

Title of each class of securities to be registered	Amount to be registered ⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Class A ordinary shares, par value US\$0.000005 per share ⁽¹⁾	14,476,200	US\$6.75	US\$97,714,350	US\$11,842.98

- (1) American depositary shares issuable upon deposit of Class A ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (Registration No. 333-226185). Each American depositary share represents four Class A ordinary shares.
- (2) Includes Class A ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional shares. Also includes Class A ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first bona fide offered to the public. These Class A ordinary shares are not being registered for the purpose of sales outside the United States.
- (3) Estimated solely for the purpose of determining the amount of registration fee in accordance with Rule 457(c) under the Securities Act., based on the average of the high and low trading prices on February 7, 2019 of the Registrant's American depositary shares listed on the Nasdaq Global Select Market, each representing four Class A ordinary shares of the Registrant..

The registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

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.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction V to Form F-1, both promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (File No. 333-229523) initially filed by Pinduoduo Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on February 5, 2019, which was declared effective by the Commission on February 7, 2019, including all amendments, supplements and exhibits thereto and each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto.

PINDUODUO INC.

Exhibit Index

Exhibit Number	Description of Document		
5.1	Opinion of Maples and Calder (Hong Kong) LLP regarding the validity of the Class A ordinary shares being registered		
23.1	Consent of Ernst & Young Hua Ming LLP, an independent registered public accounting firm		
23.2	Consent of Maples and Calder (included in Exhibit 5.1)		
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Pinduoduo Inc. (File No. 333-229523) initially filed with the Securities and Exchange Commission on February 5, 2019)		
	2		

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong, on February 8, 2019.

PINDUODUO INC.

By: /s/ ZHENG HUANG

Name: Zheng Huang

Title: Chairman of the Board of Directors and Chief

Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this 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>	
	/s/ ZHENG HUANG	Chairman of the Board of Directors and Chief	F.1 0.2010	
Zheng Huang		Executive Officer (Principal Executive Officer)	February 8, 2019	
	/s/ TIAN XU	Vice President of Finance (Principal Financial	ial February 8, 2019	
	Tian Xu	and Accounting Officer)		
	*		February 8, 2019	
	Haifeng Lin	—— Director		
	*	Division	February 8, 2019	
	Zhen Zhang	—— Director		
	*	—— Director	February 8, 2019	
Nanpeng Shen		Director	rebludly 0, 2019	
	*	—— Director	February 8, 2019	
Qi Lu		Birector	reditidity 0, 2019	
	*	— Director	February 8, 2019	
	George Yong-Boon Yeo	Birector	reducity 0, 2013	
Ву	/s/ ZHENG HUANG			
_	Zheng Huang Attorney-in-fact			
		4		

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 Pinduoduo Inc. has signed this registration statement or amendment thereto in Newark, Delaware, United States of America on February 8, 2019.

Authorized U.S. Representative

By: /s/ DONALD J. PUGLISI

Name: Donald J. Puglisi Title: *Managing Director*

QuickLinks

EXPLANATORY NOTE
PINDUODUO INC. Exhibit Index
SIGNATURES

Pinduoduo Inc. 28/F, No. 533 Loushanguan Road Changning District Shanghai, 200051 People's Republic of China

8 February 2019

Dear Sirs

Pinduoduo Inc.

We have acted as Cayman Islands legal advisers to Pinduoduo Inc. (the "Company") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "Registration Statement"), filed with the Securities and Exchange Commission under the U.S. Securities Act of 1933, as amended to date relating to the offering by the Company of certain American depositary shares (the "ADSs") representing the Company's Class A ordinary shares of par value US\$0.000005 each (the "Shares").

We are furnishing this opinion as Exhibits 5.1 and 23.2 to the Registration Statement.

1 Documents Reviewed

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 The certificate of incorporation of the Company dated 20 April 2015 and the certificate of incorporation of change of name of the Company dated 9 July 2018 issued by the Registrar of Companies in the Cayman Islands.
- 1.2 The ninth amended and restated memorandum and articles of association of the Company as conditionally adopted by a special resolution passed on 6 July 2018 and effective immediately prior to the completion of the Company's initial public offering of the ADSs representing the Shares (the "Memorandum and Articles").
- 1.3 The written resolutions of the directors of the Company dated 1 February 2019 (the "Directors' Resolutions").
- 1.4 A certificate from a director of the Company, a copy of which is attached hereto (the "Director's Certificate").
- 1.5 A certificate of good standing dated 1 February 2019, issued by the Registrar of Companies in the Cayman Islands (the "Certificate of Good Standing").
- 1.6 The Registration Statement.

2 Assumptions

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws of the Cayman Islands which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy, as of the date of this opinion letter, of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 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.
- 2.2 All signatures, initials and seals are genuine.
- 2.3 There is nothing contained in the minute book or corporate records of the Company (which we have not inspected) which would or might affect the opinions set out below.
- 2.4 There is nothing under any law (other than the law of the Cayman Islands), which would or might affect the opinions set out below.

3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$400,000 divided into 80,000,000,000 shares comprising of (i) 77,300,000,000 Class A Ordinary Shares of a par value of US\$0.000005 each, (ii) 2,200,000,000 Class B Ordinary Shares of a par value of US\$0.000005 each, and (iii) 500,000,000 shares of a par value of US\$0.000005 each of such class or classes (however designated) as the board of directors may determine in accordance with the Memorandum and Articles.
- 3.3 The issue and allotment of the Shares have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable. As a matter of Cayman law, a share is only issued when it has been entered in the register of members (shareholders).
- 3.4 The statements under the caption "Taxation" in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 Qualifications

In this opinion the phrase "non-assessable" means, with respect to the Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (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).

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions, which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the headings "Enforceability of Civil Liabilities", "Taxation" and "Legal Matters" and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ Maples and Calder (Hong Kong) LLP

Maples and Calder (Hong Kong) LLP

Consent of Independent Registered Public Accounting Firm

We consent to incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Security Act 1933 of the reference to our firm under the caption "Experts" and to incorporation by reference of our report dated May 7, 2018, with respect to the consolidated financial statements of Pinduoduo Inc. included in the Registration Statement and related Prospectus of Pinduoduo Inc. for the registration of 14,476,200 shares of its Class A Ordinary Shares.

/s/ Ernst & Young Hua Ming LLP Shanghai, the People's Republic of China February 8, 2019