ATA Inc.
Form 20-F/A
December 24, 2014
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F/A

(Mark One)

o	**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
	OR
x	**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934** **For the fiscal year ended March 31, 2014**
	OR
o	**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
	OR
o	**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: 001-33910

ATA Inc.
(Exact name of Registrant as specified in its charter)

Not applicable
(Translation of Registrant s name into English)

Cayman Islands
(Jurisdiction of incorporation or organization)

1/F East Gate, Building No.2, Jian Wai Soho,

No.39 Dong San Huan Zhong Road,

Chao Yang District, Beijing 100022, China
(Address of principal executive offices)

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

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing two common shares, par value $0.01 per share	**NASDAQ Global market**

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

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:

46,091,518 common shares

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

o Yes x 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.

o Yes x No

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.

x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files).

x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer o Accelerated filer x Non-accelerated filer o

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

U.S. GAAP x International Financial Reporting Standards as issued by the International Accounting Standards Board o Other o

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:

o Item 17 o Item 18

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).

o Yes x No

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EXPLANATORY NOTE

The purpose of this Amendment No. 1 on Form 20-F/A (the Form 20-F/A) to ATA Inc. s Annual Report on Form 20-F for the fiscal year ended March 31, 2014 (the Original Form 20-F) as filed with the Securities and Exchange Commission on June 26, 2014, is to (i) fix a typo for the number and percentage of common shares beneficially owned by SB Asia Investment Fund II L.P. disclosed in the share ownership table on page 64 of the Original Form 20-F and revise the related number and percentage from 15,191,816 and 32.8% to 15,147,208 and 32.7%, respectively, and (ii) fix a typo for the date of filing of a Schedule 13G/A filed by HSBC International Trustee Limited disclosed in the footnote 6 to the share ownership table on page 64 of the Original Form 20-F and revise such date from December 31, 2014 to January 21, 2014.

Other than as set forth above, this Form 20-F/A does not, and does not purport to, revise, update, amend or restate the information presented in any item of the Original Form 20-F or reflect any events that have occurred after the filing of the Original Form 20-F.

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SIGNATURE

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 on Form 20-F/A to its Annual Report on Form 20-F for the fiscal year ended March 31, 2014 on its behalf.

ATA INC.

/S/ Benson Tsang

Name: **Benson Tsang**
Title: **Chief Financial Officer**

Date: December 24, 2014