

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM F-6
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 FOR
AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS**

New Oriental Education & Technology Group Inc.
(Exact name of issuer of deposited securities as specified in its charter)

Not Applicable
(Translation of issuer's name into English)

Cayman Islands
(Jurisdiction of incorporation or organization of issuer)

Deutsche Bank Trust Company Americas
(Exact name of depositary as specified in its charter)

**60 Wall Street
New York, New York 10005
United States of America
Tel: +1 (212) 250-9100**
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1 (800) 221-0102**
(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/E, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong
+852 3740-4700**

**Haiping Li, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
46/F, Jing An Kerry Centre,
Tower II
1539 Nanjing West Road
Shanghai 200040, China
+86 21-6193-8200**

**Francis Fitzherbert-Brockholes, Esq.
White & Case LLP
5 Old Broad Street
London EC2N 1DW
United Kingdom
+(44) 20 7532-1400**

It is proposed that this filing become effective under Rule 466:

immediately upon filing.
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
American Depositary Shares, each representing one common share of New Oriental Education & Technology Group Inc.	2,000,000,000	\$0.05	\$100,000,000	\$10,910

¹ For the purpose of this table only the term "unit" is defined as one American Depositary Share.

² Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This registration statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

The prospectus consists of the proposed form of American Depositary Receipt (“Receipt”) filed as Exhibit (a)(5) to the Registration Statement on Form F-6 (File No. 333-201394) previously filed by the Registrant and is incorporated herein by reference.

Item DESCRIPTION OF SECURITIES TO BE REGISTERED

1

<u>Required Information</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name of depositary and address of its principal executive office	Face of Receipt - introductory paragraph
2. Title of Receipts and identity of deposited securities	Face of Receipt - top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share (“ADS”)	Face of Receipt - upper right corner
(ii) The procedure for voting the deposited securities	Reverse of Receipt - Articles 14 and 15
(iii) The procedure for collecting and distributing dividends	Reverse of Receipt - Articles 13 and 14
(iv) The procedures for transmitting notices, reports and proxy soliciting material	Face of Receipt - Article 12; Reverse of Receipt - Articles 14 and 15
(v) The sale or exercise of rights	Reverse of Receipt - Articles 13 and 14
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Articles 3, 6 and 9; Reverse of Receipt - Articles 13 and 16
(vii) Amendment, extension or termination of the deposit arrangements	Reverse of Receipt - Articles 20 and 21 (no provision for extension)
(viii) The rights of holders of Receipts to inspect the books of the depositary and the list of holders of Receipts	Face of Receipt - Article 12
(ix) Restrictions upon the right to transfer or withdraw the underlying securities	Face of Receipt – Articles 2, 3, 4, 6, 8, 9 and 10; Reverse of Receipt – Article 22
(x) Limitation on the depositary’s liability	Face of Receipt – Articles 6 and 10; Reverse of Receipt – Articles 15, 16, 17 and 18
3. Fees and charges that a holder of Receipts may have to pay, either directly or indirectly	Face of Receipt – Article 9

Item 2 AVAILABLE INFORMATION

New Oriental Education & Technology Group Inc. (the “Company”) is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and furnishes certain reports to, the Commission. These reports can be retrieved from the Commission’s internet website (www.sec.gov) and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3 EXHIBITS

- (a)(1) Form of Deposit Agreement by and among the Company, Deutsche Bank Trust Company Americas, as depositary (the “Depositary”), and all holders and beneficial owners from time to time of ADSs issued thereunder (“Deposit Agreement”). — Previously filed as Exhibit (a) to Form F-6 (File No. 333-136862) and incorporated herein by reference.
 - (a)(2) Supplemental Agreement to Deposit Agreement, dated as of June 5, 2007, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder. — Previously filed as Exhibit (a)(2) to Form F-6POS (File No. 333-136862) and incorporated herein by reference.
 - (a)(3) Supplement and Amendment No. 2 to Deposit Agreement, dated as of August 5, 2011, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder. — Previously filed as Exhibit (a)(3) to Form F-6EF (File No. 333-176069) and incorporated herein by reference.
 - (a)(4) Supplement and Amendment No. 3 to Deposit Agreement, dated as of April 25, 2012, between the Company, the Depositary and all Holders and Beneficial Owners of American Depositary Receipts issued thereunder. — Previously filed as Exhibit (a)(4) to Form F-6POS (File No. 333-176069) and incorporated herein by reference.
 - (a)(5) Form of American Depositary Receipt. — Previously filed as Exhibit (a)(5) to Form F-6EF (File No. 333-201394) and incorporated herein by reference.
 - (b) Any other agreement to which the Depositary is a party relating to the issuance of the ADSs registered hereunder or the custody of the deposited securities represented thereby. — Not applicable.
 - (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — Not applicable.
 - (d) Opinion of White & Case LLP, counsel to the Depositary, as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
 - (e) Certification under Rule 466. — Filed herewith as Exhibit (e).
 - (f) Powers of attorney for certain officers and directors of the Company. — Set forth on the signature pages hereto.
-

Item 4 UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADR, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.
 - (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty (30) days before any change in the fee schedule.
-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 3, 2021.

Legal entity created by the form of Deposit Agreement for the issuance of Receipts for common shares, par value US\$0.01 per share of New Oriental Education & Technology Group Inc.

Deutsche Bank Trust Company Americas, as Depositary

By: /s/ Michael Fitzpatrick

Name: Michael Fitzpatrick

Title: Vice President

By: /s/ Michael Curran

Name: Michael Curran

Title: Vice President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, New Oriental Education & Technology Group Inc. certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, the People's Republic of China, on March 3, 2021.

New Oriental Education & Technology Group Inc.

By: /s/ Chenggang Zhou

Name: Chenggang Zhou

Title: Director and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Chenggang Zhou and Zhihui Yang, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act, this registration statement has been signed by the following persons on March 3, 2021, in the capacities indicated.

Signature

Title

<u>/s/ Michael Minhong Yu</u> Name: Michael Minhong Yu	Chairman of the Board of Directors
<u>/s/ Chenggang Zhou</u> Name: Chenggang Zhou	Director and Chief Executive Officer (principal executive officer)
<u>/s/ Zhihui Yang</u> Name: Zhihui Yang	Executive President and Chief Financial Officer (principal financial and accounting officer)
<u>/s/ Louis T. Hsieh</u> Name: Louis T. Hsieh	Director
<u>/s/ Robin Yanhong Li</u> Name: Robin Yanhong Li	Director
<u>/s/ Denny Lee</u> Name: Denny Lee	Director
<u>/s/ John Zhuang Yang</u> Name: John Zhuang Yang	Director

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 New Oriental Education & Technology Group Inc., has signed this registration statement in New York, New York, United States of America on March 3, 2021.

Authorized U.S. Representative

COGENCY GLOBAL INC.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President on behalf of Cogency Global Inc.

Index to Exhibits

<u>Exhibit</u>	<u>Document</u>
(d)	Opinion of White & Case, counsel to the Depository
(e)	Rule 466 certification

March 3, 2021

Deutsche Bank Trust Company Americas,
as Depositary under the Deposit Agreement
referred to below
60 Wall Street
New York, NY 10005
United States

Ladies and Gentlemen,

We refer to the Registration Statement on Form F-6 filed on March 3, 2021 with the Securities and Exchange Commission (the "Registration Statement") relating to American Depositary Shares ("ADSs") evidenced by American Depositary Receipts ("Receipts"), each ADS representing one common share of New Oriental Education & Technology Group Inc. (the "Company").

In rendering the opinions set forth herein, we have assumed that (i) the Deposit Agreement appearing as Exhibit (a) to the Registration Statement (the "Deposit Agreement") will have been duly authorized, executed and delivered by the Company and will constitute a valid and legally binding obligation of the Company enforceable against it in accordance with its terms, (ii) the relevant Deposited Securities (as defined in the Deposit Agreement) will have been duly deposited with a custodian under and in accordance with the Deposit Agreement and all applicable laws and regulations, (iii) the choice of New York law contained in the Deposit Agreement is legal and valid under the laws of the Cayman Islands and (iv) insofar as any obligation under the Deposit Agreement is to be performed in, or by a party organized under the laws of, any jurisdiction outside of the United States of America, its performance will not be illegal or ineffective in any jurisdiction by virtue of the law of that jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the ADSs covered by the Registration Statement, when evidenced by Receipts that are duly executed and delivered by the Depositary (as defined in the Deposit Agreement) and issued in accordance with the terms of the Deposit Agreement, will be validly issued and will entitle the registered holders thereof to the rights specified in the Deposit Agreement and those Receipts.

The foregoing opinion is limited to the laws of the State of New York and we express no opinion as to the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit (d) to the Registration Statement. In giving such consent, we do not admit hereby that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ White & Case LLP

FF-B: AD-S: CW

Certification under Rule 466

The depositary, Deutsche Bank Trust Company Americas, represents and certifies the following:

- (1) That it previously had filed a registration statement on Form F-6 (New Oriental Education & Technology Group Inc., 333-201394) that the Commission declared effective, with terms of deposit identical to the terms of deposit of this registration statement.
- (2) That its ability to designate the date and time of effectiveness under Rule 466 has not been suspended.

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Depositary

By: /s/ Michael Fitzpatrick

Name: Michael Fitzpatrick

Title: Vice President

By: /s/ Michael Curran

Name: Michael Curran

Title: Vice President