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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December 2020

Commission File Number: 001-32993

NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

**No. 6 Hai Dian Zhong Street
Haidian District
Beijing 100080, People's Republic of China**
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

We made an announcement dated December 3, 2020 with The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) in relation to the end of the stabilization period and the relevant stabilizing actions the Stabilizing Manager has undertaken in connection with our global offering and listing of common shares on the Hong Kong Stock Exchange. For details, please refer to exhibit 99.1 to this current report on Form 6-K.

Safe Harbor Statements

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “potential,” “continue,” “ongoing,” “targets,” and similar statements. Statements that are not historical facts, including statements about the allotment and issuance of common shares and additional net proceeds, are or contain forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement. There can be no guarantee that the allotment and issuance of common shares will be completed as planned, or that the expected benefits from the additional net proceeds will be achieved. You should consider the risk factors included in the registration statement (including any documents incorporated by reference), prospectus and prospectus supplements that have been filed with the U.S. Securities and Exchange Commission. All information provided in this announcement is as of the date of this announcement and are based on assumptions that we believe to be reasonable as of this date, and we do not undertake any obligation to update any forward-looking statement, except as required under applicable law.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

New Oriental Education & Technology Group Inc.

By: /s/ Stephen Zhihui Yang

Name: Stephen Zhihui Yang

Title: Chief Financial Officer

Date: December 4, 2020

[Signature Page to Form 6-K]

Exhibit Index

Exhibit 99.1 – Announcement — Stabilizing Actions and End of Stabilization Period

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933 as amended from time to time. Any public offering of our securities to be made in the United States will be made by means of a prospectus that may be obtained from us and that will contain detailed information about us and our management, as well as financial statements. We have filed a shelf registration statement on Form F-3ASR and a final prospectus supplement with the United States Securities and Exchange Commission in connection with the Global Offering.

Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the Hong Kong prospectus dated October 29, 2020 issued by New Oriental Education & Technology Group Inc.



NEW ORIENTAL EDUCATION & TECHNOLOGY GROUP INC.

新東方教育科技集團*

(continued in the Cayman Islands with limited liability)

(Stock Code: 9901)

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

We hereby announce that the stabilization period in connection with the Global Offering ended on December 3, 2020, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

Credit Suisse (Hong Kong) Limited, as Stabilizing Manager, or any person acting for it, undertook the following stabilizing actions during the stabilization period:

- (1) over-allocations of an aggregate of 1,276,500 Shares in the International Offering, representing not more than 15% of the total number of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option);
- (2) borrowing of an aggregate of 1,276,500 Shares from Tigerstep Developments Limited pursuant to the Stock Borrowing Agreement to cover over-allocations in the International Offering; and

- (3) the full exercise of the Over-allotment Option by the Joint Representatives, for themselves and on behalf of the International Underwriters, on November 16, 2020, in respect of an aggregate of 1,276,500 Shares, representing not more than 15% of the total number of Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), to facilitate the return to Tigerstep Developments Limited of all the borrowed Shares under the Stock Borrowing Agreement, which were used to cover over-allocations in the International Offering. For further details, please refer to our announcement dated November 16, 2020.

No purchase or sale of any Shares on the market for the purpose of price stabilization was made by the Stabilizing Manager during the stabilization period.

By order of the Board
**New Oriental Education &
Technology Group Inc.**
Michael Minhong Yu
Chairman

Hong Kong, December 3, 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Michael Minhong Yu, Mr. Chenggang Zhou and Mr. Louis T. Hsieh as directors and Mr. Robin Yanhong Li, Mr. Denny Lee and Mr. John Zhuang Yang as independent directors.

* *for identification purpose only*