

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

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Kingsoft Cloud Holdings Limited

(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)

7372
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Kingsoft Tower, No. 33, Xiao Ying West Road,
Haidian District
Beijing, 100085, the People's Republic of China
+86 10 6292 7777

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1 800-221-0102

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

Copies to:

Li He, Esq.
James C. Lin, Esq.
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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.

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. 333-237726

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

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.

† 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.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount of securities to be registered ⁽³⁾⁽⁴⁾	Proposed maximum offering price per share ⁽³⁾	Proposed maximum aggregate offering price ⁽²⁾⁽³⁾	Amount of registration fee
Ordinary shares, par value US\$0.001 per share ⁽¹⁾⁽²⁾	86,250,000	US\$1.2	US\$103,500,000	US\$13,434.3

(1) American depositary shares issuable upon deposit of ordinary shares registered hereby will be registered under a separate registration statement on Form F-6 (Registration No. 333-237852). Each American depositary share represents 15 ordinary shares.

(2) Includes 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, and also includes ordinary shares that are issuable upon the exercise of the underwriters' option to purchase additional ADSs. These ordinary shares are not being registered for the purpose of sales outside the United States.

(3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.

(4) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-237726. A total of 431,250,000 securities were registered under Registration Statement No. 333-237726. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-237726 exceed 517,500,000.

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.

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. 333-237726) initially filed by Kingsoft Cloud Holdings Limited (the “Company”) with the Securities and Exchange Commission (the “Commission”) on April 17, 2020, which was declared effective by the Commission on May 7, 2020, 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.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Conyers Dill & Pearman regarding the validity of the ordinary shares being registered</u>
23.1	<u>Consent of Ernst & Young Hua Ming LLP, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Conyers Dill & Pearman (included in Exhibit 5.1).</u>
24.1	<u>Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Kingsoft Cloud Holdings Limited (File No. 333-237726) initially filed with the Securities and Exchange Commission on April 17, 2020).</u>
24.2	<u>Powers of Attorney (included on the signature page of this Registration Statement).</u>

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 the PRC, on May 7, 2020.

Kingsoft Cloud Holdings Limited

By: /s/ Yulin Wang

Name: Yulin Wang

Title: 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 indicated on May 7, 2020.

<u>Signature</u>	<u>Title</u>
* _____ Jun Lei	Chairman of the Board of Directors
* _____ Tao Zou	Vice Chairman of the Board of Directors
/s/ Yulin Wang _____ Yulin Wang	Director, Chief Executive Officer (principal executive officer)
* _____ Haijian He	Chief Financial Officer (principal financial officer and principal accounting officer)
* _____ Shou Zi Chew	Director
* _____ Kuiguang Niu	Independent Director

*By: /s/ Yulin Wang

Name: Yulin Wang

Attorney-in-fact

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Yulin Wang and Haijian He and each of them, individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, in connection with this registration statement, including to sign in the name and on behalf of the undersigned, this registration statement and any and all amendments thereto, including post-effective amendments and registrations filed pursuant to Rule 462 under the U.S. Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on May 7, 2020 in the capacities indicated:

<u>Signature</u>	<u>Title</u>
<hr/> /s/ Hang Wang Name: Hang Wang	Independent Director
<hr/> /s/ Minto Yu Name: Minto Yu	Independent 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 Kingsoft Cloud Holdings Limited, has signed this registration statement or amendment thereto in New York on May 7, 2020.

Authorized U.S. Representative

Cogency Global Inc.

By: /s/ Coleen A. De Vries

Name: Coleen A. De Vries

Title: Senior Vice President

7 May 2020

Matter No.:830357
Doc Ref: PL/HL/KN/106024668(852) 2842 9551
Paul.lim@conyers.com(852) 2842 9402
Hollia.lam@conyers.com

Kingsoft Cloud Holdings Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Dear Sirs,

Re: Kingsoft Cloud Holdings Limited (the “Company”)

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form F-1, including all amendments or supplements thereto, initially filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on 17 April 2020 (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) under the U.S. Securities Act of 1933, as amended, (the “**Securities Act**”) and the related registration statement filed with the Commission pursuant to Rule 462(b) of the Securities Act (the “**Rule 462(b) Registration Statement**” and together with the Registration Statement, the “**Registration Statements**”) of ordinary shares, par value US\$0.001 of the Company (the “**Ordinary Shares**”) each of which are being offered by the Company in the form of American Depositary Shares (the “**ADSs**”).

For the purposes of giving this opinion, we have examined a copy of the Registration Statements. We have also reviewed the current seventeenth amended and restated memorandum and articles of association of the Company adopted on 16 December 2019 and being effective from 27 December 2019 (the “**M&A**”), written resolutions of the directors of the Company dated 7 April 2020 (the “**Director Resolutions**”), written resolutions of the members of the Company dated 7 April 2020 (the “**Member Resolutions**”), the amended and restated memorandum and articles of association of the Company conditionally adopted by the Company to become effective immediately prior to the completion of the Company’s initial public offering of its ADSs represented by its Ordinary Shares (the “**Listing M&A**”), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 5 May 2020 (the “**Certificate Date**”), and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statements and other documents reviewed by us, (d) that the Director Resolutions and Members Resolutions were passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) that the Listing M&A conditionally adopted by the Company will become effective immediately prior to the completion of the Company's initial public offering of its ADSs represented by its Ordinary Shares, (f) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, (g) that upon issue of any Ordinary Shares to be sold by the Company, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, and (h) the validity and binding effect under the laws of the United States of America of the Registration Statements and that the Registration Statements will be duly filed with the Commission.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statements and the offering of the Ordinary Shares in the form of ADSs by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Law (the "**Law**"), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.
2. When issued and paid for as contemplated by the Registration Statements, the Ordinary Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue thereof).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statements and to the references to our firm under the captions "Enforceability of Civil Liabilities", "Taxation" and "Legal Matters" in the prospectus forming a part of the Registration Statements.

In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman
Conyers Dill & Pearman

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated March 10, 2020 (except Note 21, as to which the date is April 17, 2020), with respect to the consolidated financial statements of Kingsoft Cloud Holdings Limited included in Amendment No.3 to the Registration Statement (Form F-1 No. 333-237726) and related Prospectus of Kingsoft Cloud Holdings Limited for the registration of its ordinary shares.

/s/ Ernst & Young Hua Ming LLP
Beijing, the People’s Republic of China
May 7, 2020