

**Confidential**

September 16, 2022

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F. Street, N.E.  
Washington, D.C. 20549**Attn:** Mr. John Stickel  
Ms. Sonia Bednarowski**Re:** Puyi Inc.  
Amendment No. 5 to Registration Statement on Form F-3  
Filed August 19, 2022  
File No. 333-261063

Dear Sir/Madam,

On behalf of our client, Puyi Inc., a Cayman Islands exempted company (the “**Company**”), we are responding to the comments from the Staff (the “**Staff**”) of the Securities and Exchange Commission (the “**Commission**”) relating to the Company’s Registration Statement on Form F-3 (the “**Registration Statement**”) contained in the Staff’s letter dated September 7, 2022 (the “**Comment Letter**”). In response to the comments set forth in the Comment Letter, the Company is filing its Amendment No. 6 to the Registration Statement (the “**Amended Registration Statement**”) together with this response letter. The Amended Registration Statement contains certain additional updates and revisions.

Set forth below are the Company’s responses to the Staff’s comments. For convenience, the Staff’s comments are repeated below in italics, followed by the Company’s response to the comments as well as a summary of the responsive actions taken. We have included page numbers to refer to the location in the Amended Registration Statement where the revised language addressing a particular comment appears.

Amendment No. 5 to Registration Statement on Form F-3 filed August 19, 2022  
About this Prospectus, page 2

- 1. Refer to your response to comment 3. Please revise the definition of “PRC” or “China” to state that the same legal and operational risks associated with operations in China also apply to operations in Hong Kong.*

**Response:** In response to the Staff’s comment, the Company has revised the disclosure on page 2 of the Amended Registration Statement.

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If you have any questions regarding the Amendment No. 6 to Registration Statement on Form F-3, please do not hesitate to contact me by phone at +852 2509 7858 or via e-mail at [meng.ding@sidley.com](mailto:meng.ding@sidley.com).

Very truly yours,

/s/ Meng Ding

Meng Ding

cc: Via E-mail

Hu Anlin, Chief Financial Officer and Vice President

Jing He, General Manager of Financial Reporting Department

Puyi Inc.

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