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February 5, 2019

Christopher Dunham, Staff Attorney  
Erin Purnell, Staff Attorney  
William Schroeder, Staff Accountant  
Benjamin Phippen, Staff Accountant

Re: Puyi Inc.  
Registration Statement on Form F-1 (333-228510)

Dear Mr. Dunham, Ms. Purnell, Mr. Schroeder and Mr. Phippen,

On behalf of our client, Puyi Inc., a foreign private issuer organized under the laws of Cayman Islands (the “**Company**”), we are filing herewith the Amendment No.3 to the Company’s registration statement on Form F-1 (the “**Registration Statement**”) via EDGAR to the Commission. This Amendment No.3 to the Registration Statement primarily updated the offering price range, offering size and offering-related expenses, and also updated certain disclosures in the Registration Statement to reflect the Company’s recent developments.

The Company will commence the marketing activities in connection with the offering shortly after the date hereof. The Company plans to request the Staff’s declaration of the effectiveness of the Registration Statement in the week of February 25, 2019, and would greatly appreciate the Staff’s continuing assistance and support in meeting its timetable.

If you have any questions regarding the Registration Statement, please contact the undersigned by phone at +86 10 5905 5610 or via email at [Kefei.li@sidley.com](mailto:Kefei.li@sidley.com). Questions relating to accounting and auditing matters of the Company may also be directed to audit engagement partner at Marcum Bernstein & Pinchuk LLP, Charles Yin, by telephone at (86) 20-3877-1089, or by email [charles.yin@marcumbp.com](mailto:charles.yin@marcumbp.com).

Very truly yours,

/s/ Kefei Li  
Kefei Li

Enclosures

cc: Haifeng Yu, Chief Executive Officer, Puyi Inc.  
Hu Anlin, Chief Financial Officer, Puyi Inc.  
Charles Yin, Partner, Marcum Bernstein & Pinchuk LLP