

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

**Amendment No. 1 to Form F-1**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**Blue Hat Interactive Entertainment Technology**

(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)

**3942**  
(Primary Standard Industrial  
Classification Code Number)

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

**7th Floor, Building C, No. 1010 Anling Road  
Huli District, Xiamen, China 361009  
86-592-228-0081**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, DE 19711  
302-738-6680**

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

**Copies of all communications, including communications sent to agent for service, should be sent to:**

**Jolie Kahn, Esq.  
12 E. 49<sup>th</sup> Street, 11<sup>th</sup> floor  
New York, NY 10017  
Telephone: (516) 217-6379  
Facsimile: (866) 705-3071**

**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

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, as amended, 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.

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: 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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> 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	Proposed maximum aggregate offering price(1)	Amount of registration fee
Ordinary Shares (2)	\$ 16,808,572	\$ 2,181.75

Total

\$ 16,808,572

\$ 2,181.75

- (1) Estimated solely for the purpose of calculating the registration fee under Rule 457(o) of the Securities Act. 13,661,441 ordinary shares are being registered at the \$1.23 closing sale price on August 13, 2020, for the selling stockholders, consisting of (i) 12,356,061 ordinary shares underlying \$3,262,000 principal amount of Senior Secured Notes due October 30, 2021, (ii) 784,000 ordinary shares underlying 784,000 warrants issued to the selling stockholders and (iii) 521,380 ordinary shares underlying 200% of placement agent warrants issued in connection with the private placement of the Senior Secured Notes due October 30, 2021.
- (2) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional ordinary shares as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions. Filing fee paid with original filing of this Registration Statement on August 14, 2020.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.**

**EXPLANATORY NOTE: This Amendment No. 1 to Registration Statement on Form F-1 is being filed for the sole purpose of updating the Exhibit Index and Exhibit 5.1 to this Registration Statement.**

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
<a href="#">3.1†</a>	<a href="#">Memorandum and Articles of Association</a>
<a href="#">3.2†</a>	<a href="#">Form of Amended and Restated Memorandum and Articles of Association</a>
<a href="#">4.1†</a>	<a href="#">Specimen certificate evidencing ordinary shares</a>
<a href="#">4.2†</a>	<a href="#">Form of Representative’s Warrant</a>
<a href="#">5.1*</a>	<a href="#">Opinion Opinion of Campbells</a>
<a href="#">10.1†</a>	<a href="#">Unofficial English translation of Exclusive Business Cooperation Agreement, dated as of November 13, 2018, between Xiamen Duwei Consulting Management Co., Ltd. and Fujian Blue Hat Interactive Entertainment Technology Ltd.</a>
<a href="#">10.2†</a>	<a href="#">Unofficial English translation of Call Option Agreements, dated as of November 13, 2018, among the shareholders of Fujian Blue Hat Interactive Entertainment Technology Ltd., Fujian Blue Hat Interactive Entertainment Technology Ltd. and Xiamen Duwei Consulting Management Co., Ltd.</a>
<a href="#">10.3†</a>	<a href="#">Unofficial English translation of Equity Pledge Agreement, dated as of November 13, 2018, among the shareholders of Fujian Blue Hat Interactive Entertainment Technology Ltd., Fujian Blue Hat Interactive Entertainment Technology Ltd. and Xiamen Duwei Consulting Management Co., Ltd.</a>
<a href="#">10.4†</a>	<a href="#">Unofficial English translation of Shareholders’ Powers of Attorney, dated as of November 13, 2018</a>
<a href="#">10.5†</a>	<a href="#">Unofficial English translation of Irrevocable Commitment Letters, dated as of November 13, 2018</a>
<a href="#">10.6†</a>	<a href="#">Form of Indemnification Agreement between the registrant and its officers and directors</a>
<a href="#">10.7†</a>	<a href="#">Form of Indemnification Escrow Agreement</a>
<a href="#">10.8†</a>	<a href="#">Form of Director Agreement between the registrant and its directors</a>
<a href="#">10.9†</a>	<a href="#">Form of Independent Director Agreement between the registrant and its independent directors</a>
<a href="#">10.10†</a>	<a href="#">Form of Employment Agreement between the registrant and its officers</a>
<a href="#">10.11†</a>	<a href="#">Unofficial English translation of Customer Agreement between Fujian Blue Hat Interactive Entertainment Technology Ltd. and Fujian Wei Ya Culture Communication Co., Ltd., dated as of July 6, 2017</a>
<a href="#">10.12†</a>	<a href="#">Unofficial English translation of Customer Agreement between Fujian Blue Hat Interactive Entertainment Technology Ltd. and Dongguan Hou Jie Sheng Ping Toy Factory, dated as of June 8, 2017</a>
<a href="#">10.13†</a>	<a href="#">Unofficial English translation of Working Capital Loan Contract between Fujian Blue Hat Interactive Entertainment Technology Ltd. and Industrial Bank Co. Ltd., dated December 20, 2018</a>
<a href="#">10.14†</a>	<a href="#">Unofficial English translation of Working Capital Loan Contract between Fujian Blue Hat Interactive Entertainment Technology Ltd. and Industrial Bank Co. Ltd., dated December 20, 2018</a>
<a href="#">10.15†</a>	<a href="#">Unofficial English translation of General Contract for Highest Credit Granting between Fujian Blue Hat Interactive Entertainment Technology Ltd. and China Construction Bank, dated April 18, 2017</a>
<a href="#">10.16†</a>	<a href="#">Unofficial English translation of RMB Working Capital Loan Contract between Fujian Blue Hat Interactive Entertainment Technology Ltd. and China Construction Bank, dated March 1, 2018</a>
<a href="#">10.17†</a>	<a href="#">Unofficial English translation of RMB Working Capital Loan Contract between Fujian Blue Hat Interactive Entertainment Technology Ltd. and China Construction Bank, dated March 1, 2018</a>
<a href="#">10.18†</a>	<a href="#">Form of Securities Purchase Agreement dated July 8, 2020</a>
<a href="#">10.19†</a>	<a href="#">Form of Secured Convertible Promissory Note</a>
<a href="#">10.20†</a>	<a href="#">Form of Warrant to Purchase Ordinary Shares</a>
<a href="#">10.21†</a>	<a href="#">Form of Registration Rights Agreement</a>
<a href="#">10.22†</a>	<a href="#">Form of Shareholder Pledge Agreement</a>
<a href="#">10.23†</a>	<a href="#">Form of Voting Agreement</a>
<a href="#">21.1†</a>	<a href="#">List of Subsidiaries</a>
<a href="#">23.1†</a>	<a href="#">Consent of JLKZ CPA LLP, an independent registered public accounting firm</a>
<a href="#">23.2*</a>	<a href="#">Consent of Campbells (included in Exhibit 5.1)</a>
<a href="#">24.1†</a>	<a href="#">Power of Attorney (included on signature page of Form F-1 filed on March 4, 2019)</a>
<a href="#">99.1†</a>	<a href="#">Code of Business Conduct and Ethics</a>

\* Filed herewith

† Previously filed

**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 Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Xiamen, China, on August 27, 2020.

**Blue Hat Interactive Entertainment Technology**

By: /s/ Xiaodong Chen  
Name: Xiaodong Chen  
Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Xiaodong Chen</u> Xiaodong Chen	Chief Executive Officer and Director (Principal Executive Officer)	August 27, 2020
<u>/s/ Caifan He</u> Caifan He	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 27, 2020
<u>/s/ Jianyong Cai</u> Jianyong Cai	Chief Technology Officer and Director	August 27, 2020
<u>/s/ Qinyi Fu</u> Qinyi Fu	Director	August 27, 2020
<u>/s/ Jun Ouyang</u> Jun Ouyang	Director	August 27, 2020
<u>/s/ Huibin Shen</u> Huibin Shen	Director	August 27, 2020
<u>/s/ Can Su</u> Can Su	Director	August 27, 2020

**SIGNATURE OF AUTHORIZED UNITED STATES REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Blue Hat Interactive Entertainment Technology has signed this registration statement or amendment thereto in Newark, Delaware on August 27, 2020.

**Puglisi & Associates**

By: /s/ Donald J. Puglisi  
Name: Donald J. Puglisi  
Title: Managing Director



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**Our Ref:** JSN/15509-28651  
**Your Ref:**  
CAYMAN | BVI | HONG KONG

Blue Hat Interactive Entertainment Technology  
c/o Walkers Corporate Limited, Cayman Corporate Centre,  
27 Hospital Road, George Town,  
Grand Cayman KY1-9008,  
Cayman Islands

August 27, 2020

Dear Sirs,

**Blue Hat Interactive Entertainment Technology**

We have acted as Caymans counsel to **Blue Hat Interactive Entertainment Technology** (the "**Company**") in connection with the Company's registration statement on Form F-1 including all amendments or supplements thereto (the "**Registration Statement**"), filed with the United States Securities and Exchange Commission (the "**Commission**") under the U.S. Securities Act of 1933, as amended (the "**Act**") relating to the proposed resale to public by the selling shareholders listed in the Registration Statement of 13,661,441 ordinary shares of the Company, par value US\$0.001 per share (the "**Shares**").

We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

**1 Documents Reviewed**

For the purposes of this opinion, we have reviewed only originals, copies or final drafts or conformed copies of the following documents:

- 1.1 The certificate of incorporation of the Company dated June 13, 2018.
- 1.2 The amended and restated memorandum and articles of association of the Company as registered or adopted by special resolution passed on 18 March 2019 (the "**Memorandum and Articles**").
- 1.3 The written resolutions of the directors of the Company dated July 8, 2020 (the "**Directors' Resolutions**").
- 1.4 A certificate from a director of the Company (the "**Director's Certificate**").
- 1.5 A certificate of good standing dated 28 June 2020, issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**").
- 1.6 The Registration Statement.
- 1.7 Documents as follows:
  - Securities Purchase Agreement dated July 8, 2020
  - Secured Convertible Promissory Note dated July 15, 2020
  - Warrant to Purchase Ordinary Shares dated July 15, 2020
  - Registration Rights Agreement dated July 15, 2020

**2 Assumptions**

The following opinions are given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. These opinions only relate to the laws which are in force on the date of this opinion letter. In giving these opinions we have relied (without further verification) upon the completeness and accuracy of the Director's Certificate and the Certificate of Good Standing. We have also relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 The genuineness of all signatures and seals.
- 2.3 There is nothing under any law (other than the law of the Cayman Islands), and there is nothing contained in the minute book or corporate records of the Company (which we have not inspected), which would or might affect the opinions set out below.

### 3 Opinion

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is currently US\$50,000 divided into 50,000,000 ordinary shares of a par value of US\$0.001 each.
- 3.3 The authorised share capital of the Company, with effect immediately prior to the completion of the Company's proposed sale to the public of the ordinary shares, will be US\$50,000 divided into 50,000,000 ordinary shares of a par value of US\$0.001 each.
- 3.4 The issue and allotment of the Shares pursuant to the Registration Statement have been duly authorised and when allotted, issued and paid for as contemplated in the Registration Statement, the Shares will be legally issued and allotted, fully paid and non-assessable.

### 4 Qualifications

- 4.1 In this opinion the phrase "non-assessable" means, with respect to the Shares, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstances in which a court may be prepared to pierce or lift the corporate veil).
- 4.2 Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in any of the documents or instruments cited in this opinion or otherwise with respect to the commercial terms of the transactions which are the subject of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" and elsewhere in the prospectus included in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Yours faithfully,

/s/ Campbells

**Campbells**