

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

**Clayton E. Parker, Esq.
Matthew Ogurick, Esq.
Hillary O'Rourke, Esq.
K&L Gates LLP**

**Southeast Financial Center, Suite 3900
200 South Biscayne Boulevard
Miami, Florida 33131-2399
Telephone: 305-539-3300
Fax: 305-358-7095**

**Louis Taubman, Esq.
Ying Li, Esq.
Guillaume de Sampigny, Esq.
Hunter Taubman Fischer & Li LLC
1450 Broadway, 26th Floor
New York, NY 10018
Telephone: 917-512-0827
Fax: 212-201-6380**

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. 333-230051

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[†] 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 to be Registered⁽¹⁾	Proposed Maximum Aggregate Offering Price Per Share⁽²⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾⁽²⁾⁽³⁾	Amount of Registration Fee
Ordinary shares, par value \$0.001 per share	230,000	\$4.00	\$920,000	\$111.50
Underwriters' Warrants	-	-	-	-
Ordinary shares underlying Underwriters' Warrants	20,000	\$4.80	\$96,000	\$11.64
Total	250,000		\$1,016,000	\$123.14

- (1) Includes 30,000 additional shares that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(a) under the Securities Act.
- (3) 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. 333-230051. A total of 2,250,000 of securities were registered under Registration Statement No. 333-230051. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-230051 exceed 2,700,000.

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. 333-230051) initially filed by Blue Hat Interactive Entertainment Technology (the "Company") with the Securities and Exchange Commission (the "Commission") on March 4, 2019, which was declared effective by the Commission on July 25, 2019, 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
<u>5.1</u>	<u>Opinion of Campbells</u>
<u>5.2</u>	<u>Opinion of K&L Gates LLP</u>
<u>23.1</u>	<u>Consent of Friedman LLP, an independent registered public accounting firm</u>
<u>23.2</u>	<u>Consent of Campbells (included in Exhibit 5.1)</u>
<u>23.3</u>	<u>Consent of K&L Gates LLP (included in Exhibit 5.2)</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 Xiamen, China, on July 26, 2019.

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)	July 26, 2019
<u>/s/ Caifan He</u> Caifan He	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	July 26, 2019
<u>/s/ Jianyong Cai</u> Jianyong Cai	Chief Technology Officer and Director	July 26, 2019
<u>/s/ Qinyi Fu</u> Qinyi Fu	Director	July 26, 2019
<u>/s/ Jun Ouyang</u> Jun Ouyang	Director	July 26, 2019
<u>/s/ Huibin Shen</u> Huibin Shen	Director	July 26, 2019
<u>/s/ Can Su</u> Can Su	Director	July 26, 2019

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 July 26, 2019.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director



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

26 July 2019

Dear Sirs,

Blue Hat Interactive Entertainment Technology

We have acted as Cayman Islands counsel to **Blue Hat Interactive Entertainment Technology** (the "**Company**") in connection with the Company's registration statement on Form F-1, (File No. 333-230051) 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**") and the related registration statement filed pursuant to Rule 462(b) of the Act (the "**Rule 462(b) Registration Statement**"). The Rule 462(b) Registration Statement relates to the registration by the Company of 230,000 ordinary shares of par value US\$0.001 per share, which includes 30,000 ordinary shares, par value of US\$0.001 per share, issuable upon exercise of an allotment option granted to the underwriters by the Company, and 20,000 ordinary shares, par value US\$0.001 per share, underlying warrants issuable to the underwriters upon exercise of such warrants (the "**Additional Shares**").

We are furnishing this opinion as Exhibit 5.1 to the Rule 462(b) 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 13 June 2018.
- 1.2 The memorandum and articles of association of the Company as registered or adopted by special resolution passed on 13 June 2018 (the "**Pre-IPO Memorandum and Articles**").
- 1.3 The amended and restated memorandum and articles of association of the Company as registered or adopted by special resolution passed on 25 March 2019 to be effective immediately prior to the completion of the Company's initial public offering (the "**IPO Memorandum and Articles**")
- 1.4 The written resolutions of the directors of the Company dated 9 January 2019 and 18 March 2019 and the minutes of the meeting of the board of directors of the Company dated 26 July 2019 (the "**Directors' Resolutions**").

Resident Hong Kong Partners: Ashley Davies (British Virgin Islands), Jeremy Lightfoot (British Virgin Islands), Jenny Nip (England and Wales) and Non-Resident Hong Kong Partner: Robert Searle (Cayman Islands)
Cayman Islands and British Virgin Islands

Campbells
Registered Foreign Law Firm
Floor 35, Room 3507
Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong

D +852 3708 3020
T +852 3708 3000
F +852 3706 5408
E jnip@campbellslegal.com

campbellslegal.com

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

- 1.5 The written resolutions of the members of the Company dated 18 March 2019 and the written resolutions of the members of the Company dated 25 March 2019 (together, the "**Shareholders' Resolutions**").
- 1.6 A certificate from a director of the Company, a copy of which is attached hereto (the "**Director's Certificate**").
- 1.7 A certificate of good standing dated 14 March 2019, issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**").
- 1.8 The Registration Statement and the Rule 462(b) Registration Statement.

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 of the Cayman Islands 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 initial public offering 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 Additional Shares pursuant to the Rule 462(b) Registration Statement have been duly authorised and when allotted, issued and paid for as contemplated in the Rule 462(b) Registration Statement, the Additional 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 Additional Shares, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Additional 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 Rule 462(b) 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

K&L GATES

K&L GATES LLP
 SOUTHEAST FINANCIAL CENTER, SUITE 3900
 200 SOUTH BISCAYNE BOULEVARD
 MIAMI, FL 33131
 T + 305 539 3300 F + 305 358 7095 klgates.com

July 26, 2019

Blue Hat Interactive Entertainment Technology
 7th Floor, Building C, No. 1010 Anling Road, Huli District
 Xiamen, China 361009

Ladies and Gentlemen:

We have acted as U.S. counsel to Blue Hat Interactive Entertainment Technology (the “Company”), in connection with the Registration Statement on Form F-1 (File No. 333-230051) (as amended, the “Initial Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), and a Registration Statement on Form F-1 relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act (the “462(b) Registration Statement”) and, together with the Initial Registration Statement, the “Registration Statement”). The 462(b) Registration Statement relates to the registration of 200,000 ordinary shares, par value \$0.001 per share, up to 30,000 ordinary shares, par value \$0.001 per share, issuable upon exercise of an over-allotment option granted to the underwriters by the Company, and up to 20,000 ordinary shares, par value \$0.001 per share, underlying warrants issuable to the underwriters upon exercise of such warrants (the “Warrants”), pursuant to the Underwriting Agreement among the Company and the underwriters named therein (the “Underwriting Agreement”).

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined: (i) the Registration Statement; (ii) the most recent prospectus included in the Registration Statement on file with the Commission as of the date of this opinion letter; (iii) the Underwriting Agreement, (iv) the Warrants; and (v) the records of corporate actions of the Company relating to the Registration Statement, the Underwriting Agreement and the Warrants and matters in connection therewith. We have also made such other investigation as we have deemed appropriate. We have examined and relied upon certificates of public officials and, as to certain matters of fact that are material to our opinion, we have also relied on certificates of officers of the Company.

For purposes of this opinion letter, we have made the assumptions that are customary in opinion letters of this kind, including without limitation: (i) that each document submitted to or reviewed by us is accurate and complete; (ii) that each such document that is an original is authentic and each such document that is a copy conforms to an authentic original; (iii) that all signatures on each such document are genuine; (iv) the legal capacity of all natural persons; (v) that each such document, other than the Warrants with respect to the Company, constitutes a legal, valid, and binding obligation of each party thereto, enforceable against each such party in accordance with its terms; (vi) that there are no documents or agreements by or among any of the parties thereto, other than those referenced in this opinion letter, that could affect the opinion expressed herein and no undisclosed modifications, waivers or amendments (whether written or oral) to any of the documents reviewed by us in connection with this opinion letter; and (vii) that all parties have complied with all state and federal statutes, rules and regulations applicable to them relating to the transactions set forth in the Underwriting Agreement and Warrants. We have further assumed that the Company does not in the future issue or otherwise make unavailable so many ordinary shares that there are insufficient remaining authorized but unissued ordinary shares for issuance pursuant to exercise of the Warrants. We have also assumed that all of the ordinary shares issuable or eligible for issuance pursuant to exercise of the Warrants following the date hereof will be issued for not less than par value. We have not verified any of the foregoing assumptions.

The opinion expressed in this opinion letter is based on the facts in existence and the laws in effect on the date hereof and is limited to (a) the federal laws of the United States of America and (b) the laws of the State of Florida that, in either case and based on our experience, are applicable to transactions of the type contemplated by the Underwriting Agreement and Warrants. Except as expressly set forth in this opinion letter, we are not opining on specialized laws that are not customarily covered in opinion letters of this kind, such as tax, insolvency, antitrust, pension, employee benefit, environmental, intellectual property, banking, consumer lending, insurance, labor, health and safety, anti-money laundering, anti-terrorism and state securities laws, on the Exon-Florio Amendment to the Defense Production Act of 1950, as amended by the Foreign Investment and National Security Act of 2007 and the Foreign Investment Risk Review Modernization Act of 2018, including procedures governing reviews thereunder by the Committee on Foreign Investment in the United States, or on the rules of any self-regulatory organization, securities exchange, contract market, clearing organization or other platform, vehicle or market for trading, processing, clearing or reporting transactions. We are not opining on any other law or the law of any other jurisdiction, including any foreign jurisdiction or any county, municipality or other political subdivision or local governmental agency or authority.

Based on the foregoing, and subject to the foregoing and the additional qualifications and other matters set forth below, it is our opinion that when the Warrants are duly executed and authenticated in accordance with the Underwriting Agreement and when issued, delivered and paid for, as contemplated by the Registration Statement and the Underwriting Agreement, such Warrants will constitute valid and binding obligations of the Company enforceable in accordance with their terms, except: (a) as such enforceability may be limited by bankruptcy, insolvency, orderly liquidation or resolution, fraudulent transfer and conveyance, preference, reorganization, receivership, conservatorship, moratorium, or similar laws affecting the rights and remedies of creditors generally, and by general principles of equity (regardless of whether enforceability is considered in a proceeding in equity or at law), including but not limited to principles limiting the availability of specific performance and injunctive relief, and concepts of materiality, reasonableness, good faith and fair dealing; (b) as enforceability of any indemnification or contribution provision may be limited under the federal and state securities laws; and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm in the Registration Statement under the caption “Legal Matters.” In giving our consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Yours truly,

/s/ K&L GATES LLP

K&L GATES LLP

FRIEDMAN LLP[®]

ACCOUNTANTS AND ADVISORS

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) under the Securities Act of 1933, as amended, of our report dated May 3, 2019, relating to the consolidated balance sheets of Blue Hat Interactive Entertainment Technology and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of income and comprehensive income, changes in shareholders' equity and cash flows for each of the years in the two-year period ended December 31, 2018, appearing in the Prospectus included in this Registration Statement on Form F-1 (No. 333-230051). We also consent to the reference to our firm under the heading "Experts" in the Prospectus.

/s/ Friedman LLP

New York, New York
July 26, 2019