

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

**Amendment No. 1 to
FORM 20-F**

(Mark One)

- ☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**
OR
☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2024
OR
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from **to**
OR
☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Date of event requiring this shell company report
Commission file number: 001-39742

17 Education & Technology Group Inc.

(Exact Name of Registrant as Specified in Its Charter)

N/A

(Translation of Registrant's Name into English)

Cayman Islands

(Jurisdiction of Incorporation or Organization)

**16/F, Block B, Wangjing Greenland Center
Chaoyang District, Beijing 100102
The People's Republic of China**

(Address of Principal Executive Offices)

**Sishi Zhou, Acting Chief Financial Officer
Telephone: +86 10 6479 6786
Email: sishi.zhou@17zuoye.com
16/F, Block B, Wangjing Greenland Center
Chaoyang District, Beijing 100102
The People's Republic of China**

(Name, Telephone, Email and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing fifty Class A ordinary shares, par value US\$0.0001 per share Class A ordinary shares, par value US\$0.0001 per share*	YQ	The Nasdaq Stock Market LLC (The Nasdaq Global Select Market) The Nasdaq Stock Market LLC (The Nasdaq Global Select Market)

* Not for trading, but only in connection with the listing our American depositary shares on the Nasdaq Global Select Market, each American depositary shares representing fifty Class A ordinary shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2024, there were 444,312,538 ordinary shares outstanding, being the sum of 327,406,202 Class A ordinary shares and 116,906,336 Class B ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ Yes ☒ No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "accelerated filer and large accelerated filer" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input checked="" type="checkbox"/>	Emerging Growth Company	<input checked="" type="checkbox"/>

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 13(a) of the Exchange 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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has been to prepare the financial statements included in this filing:

U.S. GAAP <input checked="" type="checkbox"/>	International Financial Reporting Standards as issued by the International Accounting Standards Board <input type="checkbox"/>	Other <input type="checkbox"/>
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If "other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. ☐ Yes ☐ No

EXPLANATORY NOTE

This Amendment No. 1 (the “**Amendment**”) to the annual report on Form 20-F of 17 Education & Technology Group Inc. (the “**Company**”) for the fiscal year ended December 31, 2024, as originally filed with the Securities and Exchange Commission on April 25, 2025 (the “**Annual Report**”), is being filed solely to (i) add the Company’s clawback policy to the exhibit index included in Item 19 of the Annual Report and incorporating it by reference into the Annual Report, and (ii) modify the exhibit number of the Company’s insider trading policy from Exhibit 19.1 to Exhibit 11.2.

Other than the matters described above, this Amendment does not amend or modify any information included in any of the disclosure presented in the Annual Report.

The Amendment does not reflect events occurring after the date of the filing of the Annual Report or modify or update any of the other disclosures contained therein in any way. Accordingly, the Amendment should be read in conjunction with the Annual Report.

ITEM 19. EXHIBITS

Exhibit Number	Description of Document
1.1	<u>Seventh Amended and Restated Memorandum and Articles of Association of the Registrant (incorporated herein by reference to Exhibit 3.2 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
2.1	<u>Registrant's Specimen American Depositary Receipt (included in Exhibit 2.3)</u>
2.2	<u>Registrant's Specimen Certificate for Class A Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1 (File No. 333-250079) as amended initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
2.3	<u>Deposit Agreement among the Registrant, the Bank of New York Mellon as the depositary and owners and holders of the American Depositary Shares dated December 3, 2020 (incorporated herein by reference to Exhibit 4.3 to the Form S-8 filed on April 30, 2021 (File No. 333-255632))</u>
2.4 [†]	<u>Description of Securities</u>
2.5	<u>The Sixth Amended and Restated Shareholders Agreement between the Registrant and other parties thereto dated November 12, 2020 (incorporated herein by reference to Exhibit 4.4 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.1	<u>Sixth Amended and Restated 2015 Share Option Plan (incorporated herein by reference to Exhibit 99.1 to the Form 6-K filed on April 25, 2025 (File No. 001-39742))</u>
4.2	<u>Third Amended and Restated 2018 Share Option Plan (incorporated herein by reference to Exhibit 99.2 to the Form 6-K filed on April 25, 2025 (File No. 001-39742))</u>
4.3	<u>Second Amended and Restated 2020 Share Incentive Plan (incorporated herein by reference to Exhibit 99.3 to the Form 6-K filed on April 25, 2025 (File No. 001-39742))</u>
4.4	<u>Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated herein by reference to Exhibit 10.4 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.5	<u>Form of Employment Agreement between the Registrant and its executive officers (incorporated herein by reference to Exhibit 10.5 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.6	<u>English translation of the Proxy Agreement and Powers of Attorney among Shanghai WFOE Shanghai Hexu and shareholders of Shanghai Hexu dated September 8, 2020 (incorporated herein by reference to Exhibit 10.6 to the registration statement on Form F-1 (File No. 333-250079) as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.7	<u>English translation of the Equity Interest Pledge Agreement among Shanghai WFOE, Shanghai Hexu and shareholders of Shanghai Hexu dated September 8, 2020 (incorporated herein by reference to Exhibit 10.7 to the registration statement on Form F-1 (File No. 333-250079) as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.8	<u>English translation of the Exclusive Management Services and Business Cooperation Agreement among Shanghai WFOE Shanghai Hexu and certain subsidiaries of Shanghai Hexu dated May 13, 2020 (incorporated herein by reference to Exhibit 10.8 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.9	<u>English translation of the Exclusive Call Option Agreement among Shanghai WFOE, Shanghai Hexu and shareholders of Shanghai Hexu dated September 8, 2020 (incorporated herein by reference to Exhibit 10.9 to the registration statement on Form F-1 (File No. 333-250079) as amended initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.10	<u>English translation of executed form of the Consent Letter granted by each shareholder of Shanghai Hexu and its spouse as currently in effect and a schedule of all executed Consent Letters adopting the same form (incorporated herein by reference to Exhibit 10.10 to the registration statement on Form F-1 (File No. 333-250079) as amended initially filed with the Securities and Exchange Commission on November 13, 2020)</u>
4.11	<u>English translation of the Powers of Attorney by each shareholder of Beijing Qili dated March 4, 2022 (incorporated herein by reference to Exhibit 4.11 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>

Exhibit Number	Description of Document
4.12	<u>English translation of the Equity Interest Pledge Agreement among Guangzhou Qixiang, Beijing Qili and shareholders of Beijing Qili dated March 4 2022 (incorporated herein by reference to Exhibit 4.12 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.13	<u>English translation of the Exclusive Management Services and Business Cooperation Agreement among Guangzhou Qixiang, Beijing Qili and shareholders of Beijing Qili dated March 4, 2022 (incorporated herein by reference to Exhibit 4.13 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.14	<u>English translation of the Exclusive Option Agreement among Guangzhou Qixiang, Beijing Qili and shareholders of Beijing Qili dated March 4, 2022 (incorporated herein by reference to Exhibit 4.14 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.15	<u>English translation of executed form of the Consent Letter granted by the spouse of each shareholder of Beijing Qili, as currently in effect, and a schedule of all executed Consent Letters adopting the same form (incorporated herein by reference to Exhibit 4.15 to the Form 20-F filed on April 27 2022 (File No. 001-39742))</u>
4.16	<u>English translation of the Powers of Attorney by each shareholder of Beijing Yiqi Information dated March 21 2022 (incorporated herein by reference to Exhibit 4.16 to the Form 20-F filed on April 27 2022 (File No. 001-39742))</u>
4.17	<u>English translation of the Equity Interest Pledge Agreement among Guangzhou Qixuan, Beijing Yiqi Information and shareholders of Beijing Yiqi Information dated March 21, 2022 (incorporated herein by reference to Exhibit 4.17 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.18	<u>English translation of the Exclusive Management Services and Business Cooperation Agreement among Guangzhou Qixuan, Beijing Yiqi Information and shareholders of Beijing Yiqi Information dated March 21, 2022 (incorporated herein by reference to Exhibit 4.18 to the Form 20-F filed on April 27 2022 (File No. 001-39742))</u>
4.19	<u>English translation of the Exclusive Option Agreement among Guangzhou Qixuan, Beijing Yiqi Information and shareholders of Beijing Yiqi Information dated March 21, 2022 (incorporated herein by reference to Exhibit 4.19 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.20	<u>English translation of executed form of the Consent Letter granted by the spouse of each shareholder of Beijing Yiqi Information as currently in effect and a schedule of all executed Consent Letters adopting the same form (incorporated herein by reference to Exhibit 4.20 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.21 [†]	<u>English translation of the Powers of Attorney by each shareholder of Beijing Yiqi Development dated November 4, 2024</u>
4.22 [†]	<u>English translation of the Equity Interest Pledge Agreement among Beijing Yiqi Hangfan, Beijing Yiqi Development and shareholders of Beijing Yiqi Development dated November 4, 2024</u>
4.23	<u>English translation of the Exclusive Management Services and Business Cooperation Agreement among Beijing Yiqi Hangfan Beijing Yiqi Development and shareholders of Beijing Yiqi Development dated March 4, 2022 (incorporated herein by reference to Exhibit 4.23 to the Form 20-F filed on April 27, 2022 (File No. 001-39742))</u>
4.24	<u>English translation of the Exclusive Option Agreement among Beijing Yiqi Hanger Beijing Yiqi Development and shareholders of Beijing Yiqi Development dated March 4, 2022 (incorporated herein by reference to Exhibit 4.24 to the Form 20-F filed on April 27 2022 (File No. 001-39742))</u>
4.25	<u>English translation of executed form of the Consent Letter granted by the spouse of each shareholder of Beijing Yiqi Development as currently in effect, and a schedule of all executed Consent Letters wanting the same form (incorporated herein by reference to Exhibit 4.25 to the Form 20-F filed on April 27 2022 (File No. 001-39742))</u>
4.26	<u>English translation of the Powers of Attorney by each shareholder of Guangzhou Oil dated July 18, 2022 (incorporated herein by reference to Exhibit 4.26 to the Form 20-F filed on April 26, 2023 (File No. 001-39742))</u>
4.27	<u>English translation of the Equity Interest Pledge Agreement among Guangzhou Qixiang, Guangzhou Qili and shareholders of Guangzhou Qili dated July 18, 2022 (incorporated herein by reference to Exhibit 4.27 to the Form 20-F filed on April 26, 2023 (File No. 001-39742))</u>
4.28	<u>English translation of the Exclusive Management Services and Business Cooperation Agreement among Guangzhou Qixiang, Guangzhou Qili and shareholders of Guangzhou Qili dated July 18, 2022 (incorporated herein by reference to Exhibit 4.28 to the Form 20-F filed on April 26, 2023 (File No. 001-39742))</u>
4.29	<u>English translation of the Exclusive Option Agreement among Guangzhou Qixiang, Guangzhou Qili and shareholders of Guangzhou Qili dated July 18 2022 (incorporated herein by reference to Exhibit 4.29 to the Form 20-F filed on April 26, 2023 (File No. 001-39742))</u>
4.30	<u>English translation of executed form of the Consent Letter granted by the spouse of each shareholder of Guangzhou Qili, as currently in effect, and a schedule of all executed Consent Letters adopting the same form (incorporated herein by reference to Exhibit 4.30 to the Form 20-F filed on April 26, 2023 (File No. 001-39742))</u>

Exhibit Number	Description of Document
4.31	English Translation of Service Outsourcing Agreement between Shanghai WFOE and Beijing Yicai Human Resource Consulting Co. Ltd. dated September 1 2020 (incorporated herein by reference to Exhibit 10.24 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)
4.32	English Translation of Supplementary Agreement to Service Outsourcing Agreement between Shanghai WFOE and Beijing Yicai Human Resource Consulting Co., Ltd., dated September 8, 2020 (incorporated herein by reference to Exhibit 10.25 to the registration statement on Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)
4.33	Share Purchase Agreement between the Registrant and Mr. Andy Chang Liu, dated March 21, 2024 (incorporated herein by reference to Exhibit 4.33 to the Form 20-F filed on April 25, 2024 (File No. 001-39742))
4.34 [†]	Share Purchase Agreement between the Registrant and Mr. Andy Chang Liu, dated March 25, 2025
8.1 [†]	List of Principal Subsidiaries and Consolidated Variable Interest Entities of the Registrant
11.1	Code of Business Conduct and Ethics of the Registrant (incorporated herein by reference to Exhibit 99.1 to the Form F-1 (File No. 333-250079), as amended, initially filed with the Securities and Exchange Commission on November 13, 2020)
11.2 [†]	Amended and Restated Statement of Policies Governing Material Non-Public Information and the Prevention of Insider Trading
12.1 [†]	Certification by the Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2 [†]	Certification by the Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1 [†]	Certification by the Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2 [†]	Certification by the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1 [†]	Consent of Maples and Calder (Hong Kong) LLP
15.2 [†]	Consent of Tian Yuan Law Firm
15.3 [†]	Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered public accounting firm
97.1	Clawback Policy of the Registrant (incorporated herein by reference to Exhibit 97.1 to the Form 20-F filed on April 25, 2024 (File No. 001-39742))
101.INS*	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104*	Cover page formatted as Inline XBRL and contained in Exhibit 101

Notes:

* Filed herewith.

† Previously filed.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing its annual report on Form 20-F and that it has duly caused and authorized the undersigned to sign this Amendment on its behalf.

17 Education & Technology Group Inc.

By: /s/ Andy Chang Liu

Name: Andy Chang Liu

Title: Chairman and Chief Executive Officer

Date: June 16, 2025
