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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the month of July 2021

Commission File Number: 001- 39258

METEN EDTECHX EDUCATION GROUP LTD.
(Translation of registrant's name into English)

3rd Floor, Tower A
Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518000
People's Republic of China
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Explanatory Note

On July 8, 2021, Meten EdtechX Education Group Ltd., a company incorporated under the laws of the Cayman Islands (the “Company”), announced that the underwriter of its previously announced underwritten public offering has exercised, in part, its over-allotment option after purchasing an additional 2,000,000 ordinary shares of the Company, par value \$0.0001 per share, at a price of \$1.00 per ordinary share (the “Option Shares”). Total gross proceeds to the Company from the offering, including the funds received from the prior closing and partial exercise of this option, are \$42 million, before deducting underwriting discounts, commissions and other offering expenses payable by the Company.

The Company issued press releases on July 8, 2021 to announce the exercise and closing of the over-allotment option. Copy of the press release is furnished herewith as Exhibit 99.1.

The Option Shares were registered under the Company’s registration statement on Form F-3 (File No. 333-256087), filed with the Securities and Exchange Commission on May 13, 2021 and was declared effective on May 21, 2021 (the “Registration Statement”). A final prospectus supplement to the Registration Statement was filed with the Securities and Exchange Commission on May 25, 2021.

A copy of the opinion of Conyers Dill & Pearman, as special counsel in the Cayman Islands to the Company, regarding the legality of the issuance and sale of the Option Shares is attached hereto as Exhibit 5.1.

This report shall not constitute an offer to sell or the solicitation to buy nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This current report on form 6-K is incorporated by reference into the Company’s registration statements on Form F-3 (File No. 333-256087) and Form S-8 (File No. 333-251806 and File No. 333-248883).

Exhibits

Exhibit No.	Description
5.1	Opinion of Conyers Dill & Pearman
23.1	Consent of Conyers Dill & Pearman (included in Exhibit 5.1)
99.1	Press Release – Meten EdtechX Education Group Ltd. Announces Exercise and Closing of Underwriter’s Over-Allotment Option

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: July 8, 2021

Meten EdtechX Education Group Ltd.

By: /s/ Siguang Peng

Name: Siguang Peng

Title: Chief Executive Officer

8 July, 2021

Matter No.:834141
Doc Ref: 107288876

Meten EdtechX Education Group Ltd.
3rd Floor, Tower A, Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518045
The People's Republic of China

Dear Sirs,

Meten EdtechX Education Group Ltd. (the "Company")

We have acted as special legal counsel in the Cayman Islands to the Company in connection with a public offering (the "**Offering**") in the United States of an aggregate of 46,000,000 ordinary shares, par value US\$0.0001 each of the Company (the "**Offer Shares**") (which include the ordinary shares, par value US\$0.0001 each of the Company to be issued pursuant to the exercise of the Over-allotment Option, as defined in the Prospectus (as defined below)) as described in the Company's registration statement on form F-3 (File No. 333-256087) filed with the U.S. Securities and Exchange Commission (the "**Commission**") on 13 May, 2021 and declared effective by the Commission on 21 May, 2021 (the "**Registration Statement**", which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) and the Company's prospectus included in the Registration Statement dated 21 May, 2021 (the "**Base Prospectus**"), the preliminary prospectus supplement dated 24 May, 2021 (the "**Preliminary Prospectus Supplement**") and the final prospectus supplement dated 24 May, 2021 (the "**Final Prospectus Supplement**", together with the Base Prospectus and the Preliminary Prospectus, the "**Prospectus**") relating to the Offering of the Offer Shares.

For the purposes of giving this opinion, we have examined a copies of (1) the Registration Statement and the Prospectus, and (2) the underwriting agreement made among Aegis Capital Corp., as representatives of the underwriters named in Schedule I thereto and the Company dated 24 May, 2021 (the "**Underwriting Agreement**"). We have also reviewed (1) the amended and restated memorandum of association and the amended and restated articles of association of the Company adopted on 5 March, 2020 and effective on 30 March, 2020 (the "**Constitutional Documents**"), (2) the unanimous written resolutions of the directors of the Company passed on 24 May, 2021 (the "**Resolutions**"), (3) a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 7 July, 2021 (the "**Certificate Date**"), (4) the register of members and share ledger of the Company duly certified by a director of the Company on 24 May, 2021, and (5) such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement and the Prospectus and other documents reviewed by us, (d) that the Resolutions have been passed at one or more duly convened, constituted and quorate meetings or by unanimous written resolutions, will remain in full force and effect and will not be rescinded or amended, (e) that the Constitutional Documents will not be amended in any manner that would affect the opinions expressed herein, (f) the issuance and sale of the Offer Shares by the Company, and the Company's incurrence and performance of its obligations under the Underwriting Agreement in accordance with the terms thereof will not violate the Constitutional Documents nor any applicable law, regulation, order or decree in the Cayman Islands, (g) that the issuance and sale of and payment for the Offer Shares will be in accordance with the Underwriting Agreement, the Registration Statement and the Prospectus, (h) that, upon the issue of the Offer Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof, (i) the capacity, power and authority of all parties other than the Company to enter into and perform their obligations under the Underwriting Agreement, and the due execution and delivery thereof by each party thereto, (j) that there is no provision of the law of any jurisdiction, other than the Cayman Islands, which would have any implication in relation to the opinions expressed herein, and (k) the validity and binding effect under the laws of the United States of America of the Registration Statement and the Prospectus and that the Registration Statement and Prospectus will be duly filed with the Commission.

The obligations of the Company in connection with the issue of the Offer Shares, the Underwriting Agreement or other document relating thereto (a) will be subject to the laws from time to time in effect relating to bankruptcy, insolvency, liquidation, possessory liens, rights of set off, reorganisation, amalgamation, merger, consolidation, moratorium or any other laws or legal procedures, whether of a similar nature or otherwise, generally affecting the rights of creditors as well as applicable international sanctions; (b) will be subject to statutory limitation of the time within which proceedings may be brought; (c) will be subject to general principles of equity and, as such, specific performance and injunctive relief, being equitable remedies, may not be available; (d) may not be given effect to by a Cayman Islands court if and to the extent they constitute the payment of an amount which is in the nature of a penalty; and (e) may not be given effect by a Cayman Islands court to the extent that they are to be performed in a jurisdiction outside the Cayman Islands and such performance would be illegal under the laws of that jurisdiction.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than the Cayman Islands. This opinion is to be governed by and construed in accordance with the laws of the Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the law of the Cayman Islands and, based on the Certificate of Good Standing, is in good standing as at the Certificate Date. Pursuant to the Companies Act (the "Act"), a company is deemed to be in good standing if all fees and penalties under the Act have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Act.
2. When issued and paid for as contemplated by the Registration Statement, the Prospectus and the Underwriting Agreement and registered in the register of members of the Company, the Offer Shares will be validly issued, fully paid and non-assessable (which term when used herein means that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement (as an exhibit to a Report of Foreign Private Issuer on Form 6-K that is incorporated by reference in the Registration Statement) and to the references to our firm under the caption "Enforceability of Civil Liabilities" in the Prospectus. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

/s/ Conyers Dill & Pearman

Conyers Dill & Pearman

Meten EdtechX Education Group Ltd. Announces Exercise and Closing of Underwriter's Over-Allotment Option

SHENZHEN, China - July 8, 2021 – Meten EdtechX Education Group Ltd. (NASDAQ: METX) (the “Company”), one of the leading omnichannel English language training (“ELT”) service providers in China, today announced that the underwriter of its previously announced underwritten public offering has exercised, in partial, its option after purchasing an additional 2,000,000 ordinary shares at a price of \$1.00 per ordinary share. Total gross proceeds to the Company from the offering, including the funds received from the prior closing and partial exercise of this option, are \$42 million, before deducting underwriting discounts, commissions and other offering expenses payable by the Company.

Aegis Capital Corp. acted as sole book-running manager for the offering.

The securities described above were offered by Meten EdtechX Education Group Ltd. pursuant to an effective registration statement on Form F-3 (No. 333-256087) previously filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 13, 2021 and declared effective by the SEC on May 21, 2021. A final prospectus (the “Prospectus”) describing the terms of the offering has been filed with the SEC and is available on the SEC’s website located at <http://www.sec.gov>. Electronic copies of the final prospectus may be obtained, when available, by contacting Aegis Capital Corp., Attention: Syndicate Department, 810 7th Avenue, 18th floor, New York, NY 10019, by email at syndicate@aegiscap.com, or by telephone at (212) 813-1010.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any units, nor shall there be any sales of the units in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward-looking Statements

This press release includes statements relating to the size of the offering and the completion of the offering. These statements and other statements regarding the Company’s future plans and goals constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations. For a discussion of the most significant risks and uncertainties associated with the Company’s business, please review our filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

About Meten EdtechX Education Group Ltd.

Meten EdtechX is one of the leading ELT service providers in China, delivering English language and skills training for Chinese students and professionals. Through a sophisticated digital platform and a nationwide network of learning centers, the Company provides its services under three industry-leading brands: Meten (adult and junior ELT services), ABC (primarily junior ELT services) and Likeshuo (online ELT). The Company offers superior teaching quality and student satisfaction, served by cutting edge technology deployed across its business, including AI-driven centralized teaching and management systems that record and analyze learning processes in real time. The Company is committed to improving the overall English language competence of the Chinese population to keep abreast of the rapid development of globalization. Its experienced management is focused on further developing its digital platform and expanding its network of learning centers to deliver a continually evolving service offerings to a growing number of students across China.

For more information, please visit: <https://investor.metenedu-edtechx.com>.

For more information, please contact Investor Relations:

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