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

SCHEDULE TO

(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

METEN EDTECHX EDUCATION GROUP LTD.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

WARRANTS TO PURCHASE ORDINARY SHARES

(Title of Class of Securities)

28138X103

(CUSIP Number of Ordinary Shares Underlying Warrants)

**c/o Meten International Education Group
3rd Floor, Tower A, Tagen Knowledge & Innovation Center
2nd Shenyun West Road, Nanshan District
Shenzhen, Guangdong Province 518045
The People's Republic of China
+86 755 8294 5250**

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Filing Person)

WITH A COPY TO:

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CALCULATION OF FILING FEE

Transaction valuation ⁽¹⁾	Amount of filing fee ⁽¹⁾⁽²⁾⁽³⁾
\$35,192,850	\$3,839.54

- (1) Estimated for purposes of calculating the amount of the filing fee only for an offer to exercise warrants to purchase an aggregate of 12,705,000 ordinary shares (the "Offer to Exercise"), representing warrants issued in the Company's business combination (the "Business Combination"), each with an exercise price of \$11.50 per share. The transaction value is calculated pursuant to Rule 0-11 using \$2.77 per ordinary share, which represents the average of the high and low sales price of the ordinary shares on December 1, 2020, as reported by the Nasdaq Capital Market.
- (2) Calculated by multiplying the transaction value by 0.0001091.
- (3) Previously paid.

b Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,839.54
Form or Registration Number: SC TO-I

Filing Party: Meten EdtechX Education Group Ltd.
Date Filed: December 7, 2020

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:
 - third party tender offer subject to Rule 14d-1.
 - issuer tender offer subject to Rule 13e-4.
 - going private transaction subject to Rule 13e-3.
 - amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate note provision(s):

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (as amended, this “Schedule TO”) originally filed by Meten EdtechX Education Group Ltd. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on December 7, 2020, in connection with the Company’s offer to the holders of outstanding warrants to purchase 12,705,000 ordinary shares, US\$0.0001 par value (the “Ordinary Shares”) issued in the Company’s business combination (“Business Combination”) which led to it becoming a public company, each with an exercise price of \$11.50 per share, and any subsequently issued warrants with identical terms and conditions (collectively, the “Warrants”), the opportunity to exercise the Warrants at a temporarily reduced exercise price of \$1.40 per Ordinary Share, upon the terms and subject to the conditions set forth in the Offer to Exercise Warrants to Purchase Ordinary Shares, dated December 7, 2020 and filed as Exhibit (a)(1)(B) to this Schedule TO (the “Original Offer to Exercise”), as supplemented by the Supplement to Offer to Exercise Warrants to Purchase Ordinary Shares, dated December 16, 2020 and filed as Exhibit (a)(1)(H) to this Schedule TO (the “Supplement,” and the Original Offer to Exercise, as supplemented by the Supplement, the “Offer to Exercise”).

Only those items reported in this Amendment No. 1 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Exercise, as supplemented by the Supplement, and the related Election to Participate and Exercise Warrants remains unchanged. This Amendment No. 1 should be read in conjunction with the Schedule TO, the Offer to Exercise, as supplemented by the Supplement, and the related Election to Participate and Exercise Warrants, as the same may be further amended or supplemented hereafter and filed with the SEC.

Capitalized terms used and not defined herein have the meanings assigned to such terms in the Offer to Purchase.

ITEMS 1 TO 11.

To the extent the information disclosed under these Items of the Schedule TO was incorporated by reference from the Original Offer to Exercise, such information is amended and supplemented to the extent set forth in the Supplement.

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

(a)(1)(H) [Supplement to Offer to Exercise](#)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated December 16, 2020

METEN EDTECHX EDUCATION GROUP LTD.

By: /s/ Siguang Peng

Name: Siguang Peng

Title: Chief Executive Officer

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE TRANSACTION CONTEMPLATED HEREIN; PASSED UPON THE MERITS OR FAIRNESS OF THE TRANSACTION; OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE DISCLOSURE IN THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

**SUPPLEMENT
TO
OFFER TO EXERCISE
WARRANTS TO PURCHASE COMMON STOCK
OF METEN EDTECHX EDUCATION GROUP LTD.
December 16, 2020**

In this supplement (this “**Supplement**”), references to “**we**,” “**us**,” “**Meten EdtechX**” or the “**Company**” are to Meten EdtechX Education Group Ltd., a Cayman Islands exempted company, and references to “**you**” are to eligible holders of outstanding warrants.

On December 7, 2020, we offered to holders of outstanding warrants to purchase 12,705,000 ordinary shares, US\$0.0001 par value (the “**Ordinary Shares**”) issued in the Company’s business combination (“**Business Combination**”) which led to it becoming a public company, each with an exercise price of \$11.50 per share, and any subsequently issued warrants with identical terms and conditions (collectively, the “**Warrants**”), upon the terms and subject to the conditions set forth in an offer to exercise warrants to purchase ordinary shares, dated December 7, 2020, the opportunity to exercise the Warrants at a temporarily reduced exercise price of \$1.40 per Ordinary Share (the “**Offer to Exercise**”).

By this Supplement, we are providing you with additional information that may be useful to you in considering participation in the Offer to Exercise.

The date of this document is December 16, 2020

IMPORTANT

Holders should read this Supplement together with the original Offer to Exercise and Election to Participate and Exercise Warrants in considering whether to exercise their Warrants. Except as otherwise set forth in this Supplement, the terms and conditions set forth in the original Offer to Exercise and the Election to Participate and Exercise Warrants remain applicable in all respects. To the extent that any information or amendment contained in this Supplement is inconsistent with the information in the original Offer to Exercise, the information and amendments in this Supplement shall control.

References to the “Offer to Exercise” herein and in the original Offer to Exercise shall be deemed to be references to the Offer to Exercise as supplemented hereby (except as expressly indicated otherwise). References herein and in the original Offer to Exercise to the “Offering Materials” shall be deemed to be references to the original Offer to Exercise, as supplemented by this Supplement, together with the Election to Participate and Exercise Warrants and Notice of Withdrawal. References herein and in the original Offer to Exercise to Annex C shall be deemed to be references to Annex C to this Supplement. In all other cases, terms defined in the original Offer to Exercise and used in this Supplement but not otherwise defined in this Supplement have the meanings assigned to them in the Original Offer to Purchase.

The remaining amendments and supplements to the information contained in the original Offer to Exercise are keyed to the headings in the original Offer to Exercise and are set forth below.

OFFER TO EXERCISE

The fifth paragraph of the on the second page of the original Offer to Exercise is hereby amended and restated as follows:

“The Offer to Exercise is not being made to, nor will tenders be accepted from or on behalf of, holders of Warrants residing in any state in which the making of the Offer to Exercise or acceptance thereof would not be in compliance with the laws of that state.”

SUMMARY OF TERMS

Paragraph (iii) of the “*Summary of Terms*” under “*Conditions*” on page 3 of the original Offer to Exercise is hereby amended and restated as follows:

“In addition, we are not making this Offer to Exercise to, nor will we accept any Election to Participate and Exercise Warrants from or on behalf of, Warrant holders in any state where the Company is prohibited from making the Offer to Exercise by administrative or judicial action pursuant to a state statute after a good faith effort by the Company to comply with such statute.”

Paragraph (iv) of the “*Summary of Terms*” under “*Conditions*” on page 3 of the original Offer to Exercise is hereby deleted in its entirety.

Paragraph (v) of the “*Summary of Terms*” under “*Conditions*” on page 3 of the original Offer to Exercise is hereby amended to be labeled paragraph (iv).

DESCRIPTION OF THE OFFER TO EXERCISE

The fifth paragraph under “*Description of the Offer to Exercise*” on page 52 of the original Offer to Exercise is hereby amended and restated as follows:

“The Offer to Exercise is not being made to, nor will tenders be accepted from or on behalf of, holders of Warrants residing in any state in which the making of the Offer to Exercise or acceptance thereof would not be in compliance with the laws of that state.”

SECTION 1. FORWARD LOOKING STATEMENTS

The first paragraph under “*Forward Looking Statements*” on page 53 of the original Offer to Exercise is hereby amended and restated as follows:

“This Offer to Exercise contains forward-looking statements that are based on our current expectations, assumptions, estimates and projections about us and our industry. All statements other than statements of historical fact in this Offer to Exercise are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including those listed under “*Risk Factors*,” and elsewhere in this Offer to Exercise that may cause our actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements.”

SECTION 6. CONDITIONS TO THE OFFER TO EXERCISE

The (iii) paragraph under “*Conditions to the Offer to Exercise*” on page 56 of the original Offer to Exercise is hereby amended and restated as follows:

“In addition, we are not making this Offer to Exercise to, nor will we accept any Election to Participate and Exercise Warrants from or on behalf of, Warrant holders in any state where the Company is prohibited from making the Offer to Exercise by administrative or judicial action pursuant to a state statute after a good faith effort by the Company to comply with such statute.”

The (iv) paragraph under “*Conditions to the Offer to Exercise*” on page 56 of the original Offer to Exercise is hereby deleted in its entirety.

The (v) paragraph under “*Conditions to the Offer to Exercise*” on page 56 of the original Offer to Exercise is hereby amended to be labeled paragraph (iv).
