

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

SCHEDULE TO  
(Amendment No. 3)

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**  
**3<sup>rd</sup> Floor, Tower A, Tagen Knowledge & Innovation Center**  
**2<sup>nd</sup> 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:

**Ning Zhang, Esq.**  
**Yile Gao, Esq.**  
**Morgan, Lewis & Bockius LLP**  
**c/o Suites 1902-09, 19<sup>th</sup> Floor**  
**Edinburgh Tower, The Landmark**  
**15 Queen's Road Central**  
**Hong Kong**  
**+852 3551 8500**

CALCULATION OF FILING FEE

Transaction valuation <sup>(1)</sup>	Amount of filing fee <sup>(1)(2)(3)</sup>
\$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.

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. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed by Meten EdtechX Education Group Ltd. (the “Company”) with the Securities and Exchange Commission (the “SEC”) on December 7, 2020, as amended and supplemented by Amendment No. 1 to Schedule TO on December 16, 2020 and Amendment No. 2 to Schedule TO on December 28, 2020 (the “Schedule TO”), 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 the 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. 3 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. 3 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 Exercise.

#### **ITEMS 1 TO 11.**

Items 1 through 11 of the Schedule TO, to the extent they incorporated by reference information contained in the Offer to Exercise, are hereby amended as follows:

Filed with this Amendment No. 3 to the Schedule TO as Exhibit (A)(1)(I) is a written communication sent to holders of the Placement Warrants by the Company’s Information Agent on December 30, 2020. Exhibit (A)(1)(I) is hereby incorporated herein by reference.

#### **ITEM 12. EXHIBITS.**

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

(A)(1)(I) [Written Communication to Placement Warrant Holders dated December 30, 2020](#)

**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 31, 2020

**METEN EDTECHX EDUCATION GROUP LTD.**

By: /s/ Siguang Peng

Name: Siguang Peng

Title: Chief Executive Officer



**From:** Ryan Loveless <r.loveless@morrrowsodali.com>  
**Sent:** Wednesday, December 30, 2020 11:35 AM  
**To:** METX.info  
**Subject:** METX - Meten EdtechX Education Group Ltd. Warrant Offer to Exercise  
**Attachments:** Exhibit (a)(1)(C)\_Form of Election to Participate and Exercise Warrants.pdf; Exhibit (a)(1)(B)\_Offer to Exercise.pdf; Exhibit (a)(4)(A)\_Prospectus Supplement to Registration Statement on Form F-1.pdf; Exhibit (a)(1)(E)\_Notice of Guaranteed Delivery.pdf; Exhibit (a)(1)(A)\_Letter To Holders of Warrants.pdf; Exhibit (a)(1)(D)\_Form of Notice of Withdrawal.pdf

Dear Holders of Meten EdtechX Placement Warrants:

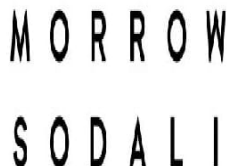
It has come to our attention that you have not yet taken advantage of the temporary reduction of exercise price of the Warrants announced on December 7, 2020. The Company announced on Monday, December 28, 2020, that it was waiving the 65% Participation Requirement which means that the exercises received prior to January 5, 2021 will be executed at \$1.40 per share. Additionally, this means that the Second Reduction Period will occur and the exercise price will shift to \$2.50 until certain market prices described in the Offer to Exercise are achieved. Attached please find the documents that were distributed to Warrant holders and see [www.sec.gov](http://www.sec.gov) for certain amendments.

Please feel free to reach out if you have any questions on the attached documents.

Regards,

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**Ryan Loveless**  
Vice President, Proxy



470 West Ave., Suite 3000, Stamford, CT 06902



[www.morrrowsodali.com](http://www.morrrowsodali.com)



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