

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

YY INC.

(Exact name of registrant as specified in its charter)

Cayman Islands
*(State or other jurisdiction of
incorporation or organization)*

Not Applicable
*(I.R.S. Employer
Identification Number)*

**Building B-1, North Block of Wanda Plaza
No. 79 Wanbo Er Road, Nancun Town
Panyu District, Guangzhou 511442
The People's Republic of China
Telephone: +86 (20) 8212-0000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**2009 Employee Equity Incentive Scheme
2011 Share Incentive Plan**
(Full title of the plans)

**Law Debenture Corporate Services Inc.
400 Madison Avenue, Suite 4D
New York, New York 10017
+1 212 750-6474**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Copies to:

**Eric He
Chief Financial Officer
YY Inc.
Building B-1, North Block of Wanda Plaza
No. 79 Wanbo Er Road, Nancun Town
Panyu District, Guangzhou 511442
The People's Republic of China
Tel: +86 (20) 8212-0000**

**Z. Julie Gao, Esq.
Haiping Li, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
c/o 42/F, Edinburgh Tower, The Landmark,
15 Queen's Road Central
Hong Kong
Tel: +852 3740-4700**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered ⁽¹⁾	Amount to be Registered ⁽²⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Shares, par value \$0.00001 per share	40,000,000 ⁽³⁾⁽⁴⁾	\$2.0945 ⁽³⁾	\$83,780,000	\$9,711

- (1) These shares may be represented by the YY Inc.'s ADSs, each of which represents twenty Class A common shares. YY Inc.'s ADSs issuable upon deposit of the Class A common shares registered hereby have been registered under a separate registration statement on Form F-6 (333-184812).
- (2) Represents Class A common shares issuable upon exercise of options, restricted shares and restricted share units granted under the 2009 Employee Equity Incentive Scheme and 2011 Share Incentive Plan (collectively, the "Plans"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plans.
- (3) The amount to be registered represents the estimated aggregate number of shares that are reserved for future award grants under the Plans by the end of 2019, which were not previously registered under the registration statement on Form S-8 (File No. 333-187074), as filed with the Securities and Exchange Commission (the "Commission") on March 6, 2013 (the "Prior Registration Statement"). The proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(h) and Rule 457(c) under the Securities Act, is based on \$41.89 per ADS, the average of the high and low prices for the registrant's ADSs as quoted on the Nasdaq Global Select Market on January 25, 2017.
- (4) Any Class A common shares covered by an award granted under the Plans (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of Class A common shares that may be issued under the Plans.

EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purposes of registering an aggregate of 40,000,000 Class A Common Shares of YY Inc. (the "Registrant"), which is the estimated aggregate number of shares that are reserved for future award grants under the Plans by the end of 2019.

Previously, an aggregate of 152,995,946 Class A Common Shares of the Registrant were registered for issuance under the Plans pursuant to the Prior Registration Statement. In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference, except as otherwise set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Commission are incorporated by reference herein:

- (a) The Registrant's registration statement on Form S-8 (File No. 333-187074) as filed with the Commission on March 6, 2013;
- (b) The Registrant's annual report on Form 20-F for the fiscal year ended December 31, 2015, filed with the Commission on April 28, 2016; and
- (c) The description of the Registrant's Class A common shares incorporated by reference in the Registrant's registration statement on Form 8-A (File No. 001-35729) filed with the Commission on November 7, 2012, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Guangzhou, China, on January 26, 2017.

YY Inc.

By: /s/ David Xueling Li

Name: David Xueling Li

Title: Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of David Xueling Li and Eric He, with full power to act alone, as his true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, 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/ David Xueling Li</u> David Xueling Li	Chairman of the Board of Directors	January 26, 2017
<u>/s/ Zhou Chen</u> Zhou Chen	Chief Executive Officer (principal executive officer)	January 26, 2017
<u>/s/ Eric He</u> Eric He	Chief Financial Officer (principal financial and accounting officer)	January 26, 2017
<u>/s/ Qin Liu</u> Qin Liu	Director	January 26, 2017
<u>/s/ Jenny Hong Wei Lee</u> Jenny Hong Wei Lee	Director	January 26, 2017
<u>/s/ Richard Weidong Ji</u> Richard Weidong Ji	Director	January 26, 2017
<u>/s/ Peng T. Ong</u> Peng T. Ong	Director	January 26, 2017
<u>/s/ Peter Schloss</u> Peter Schloss	Director	January 26, 2017
<u>/s/ David Tang</u> David Tang	Director	January 26, 2017

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of YY Inc. has signed this registration statement or amendment thereto in New York on January 26, 2017.

Authorized U.S. Representative

By: /s/ Giselle Manon

Name: Giselle Manon, on behalf of Law
Debenture Corporate Services Inc.

Title: Service of Process Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Second 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, as amended (File No. 333-184414))
4.2	Registrant's Specimen Certificate for Class A Common Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-184414))
4.3	Deposit Agreement among the Registrant, Deutsche Bank Trust Company Americas, as depositary, and holders and beneficial owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 4.3 to the registration statement on Form S-8 (File No. 333-187074))
5.1*	Opinion of Conyers Dill & Pearman, Cayman Islands counsel to the Registrant, regarding the legality of the Class A common shares being registered
10.1	2009 Employee Equity Incentive Scheme (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1, as amended (File No. 333-184414))
10.2	2011 Share Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.1 to the registration statement on Form F-1, as amended (File No. 333-184414))
23.1*	Consent of PricewaterhouseCoopers Zhong Tian CPAs Limited Company, Independent Registered Public Accounting Firm
23.2*	Consent of Conyers Dill & Pearman (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)

* Filed herewith.

26 January, 2017

YY Inc.
Building 3-08, Yangcheng
Creative Industry Zone
No. 309 Huangpu Avenue Middle
Tianhe District
Guangzhou 510655
China

Dear Sirs,

Re: **YY Inc.** (the "**Company**")

We have acted as special Cayman Islands legal counsel to the Company in connection with a registration statement on Form S-8 filed with the Securities and Exchange Commission (the "**Commission**") on 26 January, 2017 (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) relating to the registration under the United States Securities Act of 1933, as amended, (the "**Securities Act**") of 40,000,000 Class A Common Shares, par value US\$0.00001 per share (the "**Common Shares**"), issuable pursuant to the 2009 Employee Equity Incentive Scheme (as amended and restated) and the 2011 Share Incentive Plan (as amended) (together, the "**Plan**", 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).

For the purposes of giving this opinion, we have examined copies of the Registration Statement and the Plan. We have also reviewed the Memorandum and Articles of Association of the Company, each certified by the Secretary of the Company on 25 January, 2017, written resolutions of its directors dated 29 December, 2016 (the "**Resolutions**"), a Certificate of Good Standing issued by the Registrar of Companies in relation to the Company on 28 December, 2016 (the "**Certificate Date**") and 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) of all documents 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, the Plan and other documents reviewed by us, (d) that the Resolutions were passed at one or more duly convened, constituted and quorate meetings, or by unanimous written resolutions, remain in full force and effect and have not been rescinded or amended, (e) 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, (f) the validity and binding effect under the laws of the Hong Kong Special Administrative Region of the People's Republic of China of the 2009 Employee Equity Incentive Scheme (as amended and restated) in accordance with its terms; (g) that there is no provision of any award agreement which would have any implication in relation to the opinions expressed herein; (h) that, upon the issue of any Common Shares, the Company will receive consideration for the full issue price thereof which shall be equal to at least the par value thereof; (i) that on the date of issuance of any of the Common Shares the Company will have sufficient authorised but unissued Common Shares; (j) that on the date of issuing of any Common Shares, the Company is able to pay its liabilities as they become due; (k) that there is no provision of any option/restricted shares or units/award agreement or otherwise granted pursuant to the Plans which would have any implication in relation to the opinions expressed herein; and (l) the issue of the Common Shares are made in accordance with the Plans.

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 Cayman Islands and is limited to and is given on the basis of the current law and practice in the Cayman Islands. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance of the Common Shares by the Company pursuant to the Plan and is not to be relied upon in respect of any other matter.

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 Law (the "Law"), a company is deemed to be in good standing if all fees and penalties under the Law have been paid and the Registrar of Companies has no knowledge that the Company is in default under the Law.
2. When issued and paid for in accordance with the terms of the Plan, the Common Shares will be validly issued, fully paid and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are in 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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 28, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in YY Inc.'s Annual Report on Form 20-F for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers Zhong Tian LLP
PricewaterhouseCoopers Zhong Tian LLP
Shanghai, the People's Republic of China

January 26, 2017
