

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 3, 2019 (May 31, 2019)

KAIXIN AUTO HOLDINGS

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

001-38261

(Commission File Number)

N/A

(I.R.S. Employer
Identification Number)

**5/F, North Wing,
18 Jiuxianqiao Middle Road
Chaoyang District, Beijing
People's Republic of China**

(Address of principal executive offices)

100016

(Zip Code)

Registrant's telephone number, including area code: **+86 (10) 8448 1818**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Ordinary Shares	KXIN	Nasdaq Stock Market
Warrants	KXINW	Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, 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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 31, 2019, Kaixin Auto Holdings. (the “Company”) received a written notice (the “Notice”) from Listing Qualifications of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company has not complied with the requirements of IM-5101-2 of the listing rules of Nasdaq (the “Listing Rules”) with respect to its warrants (the “Warrants”) since it has not demonstrated compliance with all of the requirements for initial listing of its Warrants on the Nasdaq Capital Market following the completion of its previously announced business combination with Kaixin Auto Group, which was completed on April 30, 2019.

Specifically, the Company has not provided evidence that its Warrants have at least 400 round lot holders as required by Listing Rule 5515(a)(4).

The Notice states that, unless the Company requests an appeal, Nasdaq will suspend the trading of the Warrants at the opening of business on June 11, 2019 and remove them from listing and registration on Nasdaq. The Company may appeal Nasdaq’s delisting determination to a Nasdaq hearings panel by June 7, 2019, which will stay the suspension of the Warrants and their removal from Nasdaq pending the panel’s decision.

The listing of the Company’s ordinary shares, which are traded on the Nasdaq Capital Market under the ticker symbol “KXIN,” is not affected by the delisting of the Warrants.

SIGNATURE

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 hereunto duly authorized.

Dated: June 3, 2019

KAIXIN AUTO HOLDINGS

By: /s/ Thomas Jintao Ren
Name: Thomas Jintao Ren
Title: Chief Financial Officer
