

ATA Inc.

(Exact name of Registrant as specified in its charter)

Not applicable

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

1/F East Gate, Building No. 2, Jian Wai Soho,

No. 39 Dong San Huan Zhong Road,

Chao Yang District, Beijing 100022, China

(Address of principal executive offices)

Benson Tsang

Chief Financial Officer

ATA Inc.

1/F East Gate, Building No. 2, Jian Wai Soho,

No. 39 Dong San Huan Zhong Road,

Chao Yang District, Beijing 100022, China

Telephone: 8610-6518-1122

Facsimile: 8610-5869-8106

(Name, Telephone E-mail and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American Depositary Shares, each representing two common shares, par value \$0.01 per share	NASDAQ Global market

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

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Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

45,905,582 common shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transaction report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer. See the definitions of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

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U.S. GAAP

International Financial Reporting Standards as issued
by the International Accounting Standards Board

Other

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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INTRODUCTION

Except where the context otherwise requires and for purposes of this annual report only:

- all references to years are to the calendar year from January 1 to December 31 and references to our fiscal year or years are to the fiscal year or years ended March 31;
- we, us, our company, our, and ATA refer to ATA Inc. and its subsidiaries as the context requires;
- China, Chinese and PRC refers to the People's Republic of China, excluding, for purposes of this annual report only, Taiwan and the Special Administrative Regions of Hong Kong and Macau;
- all references to Renminbi or RMB are to the legal currency of China, and all references to U.S. dollars, dollars, \$ or US\$ are to the legal currency of the United States;
- U.S. GAAP refers to generally accepted accounting principles in the United States; and
- PRC GAAP refers to generally accepted accounting principles in the People's Republic of China.

This annual report on Form 20-F includes our audited consolidated statements of comprehensive income for the fiscal years ended March 31, 2013, 2014 and 2015 and audited consolidated balance sheets as of March 31, 2014 and 2015. Each of our ADSs represents two common shares. Our ADSs are listed on the Nasdaq Global Market under the symbol ATAI.

FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F 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 annual report are forward-looking statements. In some cases, these forward-looking statements can be identified by words and phrases such as may, should, intend, predict, potential, could, will, expect, anticipate, estimate, plan, believe, is /are likely to or the negative form of these words and phrases or other comparable expressions. The forward-looking statements included in this annual report relate to, among others:

- our goals and strategies;
- our future prospects and market acceptance of our technologies, products and services;
- our future business development and results of operations;
- projected revenues, profits, earnings and other estimated financial information;
- our plans to expand and enhance our products and services;
- the proposed listing of our testing services business on China's New Third Board;
- competition in the computer-based testing, educational services and test preparation and training markets;
and
- Chinese laws, regulations and policies, including those applicable to the education industry, Internet content providers, Internet content and foreign exchange.

These forward-looking statements involve various risks, assumptions and uncertainties. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may turn out to be incorrect. Our actual results could be materially different from our expectations. Important risks and factors that could cause our actual results to be materially different from our expectations are generally set forth in Item 3.D. of this annual report, Key information Risk Factors and elsewhere in this annual report.

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The forward-looking statements made in this annual report relate only to events or information as of the date on which the statements are made in this annual report. All forward-looking statements included herein attributable to us or other parties or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statements are made or to reflect the occurrence of unanticipated events.

PART I.

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

Selected Consolidated Financial Data

The following selected consolidated statement of comprehensive income data for the fiscal years ended March 31, 2013, 2014 and 2015 (other than ADS data) and the selected consolidated balance sheet data as of March 31, 2014 and 2015 are derived from our audited consolidated financial statements included elsewhere in this annual report and should be read in conjunction with such consolidated financial statements and related notes. Our selected consolidated statement of comprehensive income data for the fiscal years ended March 31, 2011 and 2012 (other than ADS data) and the selected consolidated balance sheet data as of March 31, 2011, 2012 and 2013 are derived from our audited consolidated financial statements not included in this annual report. The following information should also be read in conjunction with Item 5. Operating and Financial Review and Prospects. Our audited consolidated financial statements are prepared in accordance with U.S. GAAP.

For the fiscal year ended March 31,

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	2011 RMB	2012 RMB	2013 RMB	2014 RMB	2015 RMB	US\$
(In thousands, except for share and ADS data)						
Selected Consolidated Statement of Comprehensive Income Data:						
Net Revenues						
Testing services	243,103	290,881	335,791	358,837	319,055	51,469
Test preparation and training solutions	15,427	26,996	11,343	5,949	5,711	921
Other (1)	45,374	34,208	19,541	19,882	25,392	4,096
Total net revenues	303,904	352,085	366,675	384,668	350,158	56,486
Gross profit	154,688	193,267	177,844	196,188	177,619	28,653
Total operating expenses	133,796	128,781	150,830	154,809	147,938	23,865
Income from operations	20,892	64,486	27,013	41,379	31,758	5,123
Income tax expense	(3,312)	(14,339)	(7,005)	(19,895)	(9,575)	(1,545)
Net income	19,754	55,841	23,208	27,276	23,056	3,719

(1) Includes net revenues from test-based educational services of RMB25,727,038, RMB12,614,294, RMB6,778,429, RMB3,309,944 and RMB273,187 (\$44,070) in the fiscal years ended March 31, 2011, 2012, 2013, 2014 and 2015, respectively.

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	For the fiscal year ended March 31,						
	2011	2012	2013	2014		2015	
	RMB	RMB	RMB	RMB	RMB		US\$
Basic earnings per common share	0.44	1.22	0.50	0.59	0.49		0.08
Diluted earnings per common share	0.44	1.19					