

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

SCHEDULE 13G/A
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

QuantaSing Group Limited
(Name of Issuer)

Class A Ordinary Shares, par value US\$0.0001 per share
(Title of Class of Securities)

74767N107**
(CUSIP Number)

September 30, 2024
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

**There is no CUSIP number assigned to the Class A Ordinary Shares. CUSIP number 74767N107 has been assigned to the American Depositary Shares ("ADSs") of the Issuer, which are quoted on Nasdaq Global Market, under the symbol "QSG." Each ADS represents three Class A Ordinary Shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSON

Qiming Corporate GP VI, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

8,253,990 ⁽¹⁾

6. SHARED VOTING POWER

None

7. SOLE DISPOSITIVE POWER

8,253,990 ⁽¹⁾

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,253,990 ⁽¹⁾

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.0% ⁽²⁾

12. TYPE OF REPORTING PERSON (see instructions)

CO

(1) Qiming Corporate GP VI, Ltd. is the general partner of Qiming Managing Directors Fund VI, L.P. and Qiming GP VI, L.P. Qiming GP VI, L.P. is the general partner of Qiming Venture Partners VI, L.P. Qiming Managing Directors Fund VI, L.P. and Qiming Venture Partners VI, L.P. are the owners of 216,873 Class A Ordinary Shares (in the form of 72,291 ADSs) and 8,037,117 Class A Ordinary Shares (in the form of 2,679,039 ADSs), respectively.

(2) The percentage is calculated based upon an aggregate of 103,776,127 Class A Ordinary Shares outstanding as of June 30, 2024, as reported on the Form 20-F that the Issuer filed the Securities and Exchange Commission on August 29, 2024.

1. NAMES OF REPORTING PERSON

Qiming Managing Directors Fund VI, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

216,873

NUMBER OF
SHARES

6. SHARED VOTING POWER

None

BENEFICIALLY
OWNED BY

7. SOLE DISPOSITIVE POWER

EACH REPORTING
PERSON WITH

216,873

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,873

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%⁽³⁾

12. TYPE OF REPORTING PERSON (see instructions)

PN

(3) The percentage is calculated based upon an aggregate of 103,776,127 Class A Ordinary Shares outstanding as of June 30, 2024, as reported on the Form 20-F that the Issuer filed the Securities and Exchange Commission on August 29, 2024.

1. NAMES OF REPORTING PERSON

Qiming GP VI, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

8,037,117 ⁽⁴⁾

6. SHARED VOTING POWER

None

7. SOLE DISPOSITIVE POWER

8,037,117 ⁽⁴⁾

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,037,117 ⁽⁴⁾

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%⁽⁵⁾

12. TYPE OF REPORTING PERSON (see instructions)

PN

(4) Qiming GP VI, L.P. is the general partner of Qiming Venture Partners VI, L.P. Qiming Venture Partners VI, L.P. is the owner of 8,037,1179 Class A Ordinary Shares (in the form of 2,679,039 ADSs).

(5) The percentage is calculated based upon an aggregate of 103,776,127 Class A Ordinary Shares outstanding as of June 30, 2024, as reported on the Form 20-F that the Issuer filed the Securities and Exchange Commission on August 29, 2024.

1. NAMES OF REPORTING PERSON

Qiming Venture Partners VI, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

8,037,117

NUMBER OF
SHARES

6. SHARED VOTING POWER

None

BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

7. SOLE DISPOSITIVE POWER

8,037,117

8. SHARED DISPOSITIVE POWER

None

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,037,117

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(see instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.7%⁽⁶⁾

12. TYPE OF REPORTING PERSON (see instructions)

PN

(6) The percentage is calculated based upon an aggregate of 103,776,127 Class A Ordinary Shares outstanding as of June 30, 2024, as reported on the Form 20-F that the Issuer filed the Securities and Exchange Commission on August 29, 2024.

Item 1.

- (a) Name of Issuer
QuantaSing Group Limited (the “Issuer”)
- (b) Address of Issuer’s Principal Executive Offices
The Issuer’s principal executive office is located at 2/F, Building D, Ronsin Technology Center, Chaoyang District, Beijing 100102, People’s Republic of China.

Item 2.

- (a) Name of Person Filing
Qiming Corporate GP VI, Ltd.
Qiming Managing Directors Fund VI, L.P.
Qiming GP VI, L.P.
Qiming Venture Partners VI, L.P.
- (b) Address of the Principal Office or, if None, Residence
The registered address of each of the Reporting Persons is M&C Corporate Services Limited, P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.
- (c) Citizenship
Cayman Islands for all Reporting Persons.
- (d) Title of Class of Securities
Class A Ordinary Shares, par value of \$0.0001 per share (the “Class A Ordinary Shares”).
- (e) CUSIP Number
There is no CUSIP number assigned to the Class A Ordinary Shares. CUSIP number 74767N107 has been assigned to the ADSs of the Issuer, which are quoted on Nasdaq Global Market, under the symbol “QSG.” Each ADS represents three Class A Ordinary Shares.

Item 3. Statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not applicable.

Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each of the Reporting Person and is incorporated herein by reference.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable 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: November 13, 2024

Qiming Corporate GP VI, Ltd.

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming Managing Directors Fund VI, L.P.

By: Qiming Corporate GP VI, Ltd.,
it's General Partner

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming GP VI, L.P.

By: Qiming Corporate GP VI, Ltd.,
it's General Partner

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming Venture Partners VI, L.P.

By: Qiming GP VI, L.P.,
it's General Partner
By: Qiming Corporate GP VI, Ltd.,
General Partner of Qiming GP VI, L.P.

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that (i) this statement on Schedule 13G has been adopted and filed on behalf of each of them and (ii) all future amendments to such statement on Schedule 13G will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13G as to any of the undersigned upon such person giving written notice thereof to each of the other persons signatory hereto, at the principal office thereof.

Dated: February 8, 2024

Qiming Corporate GP VI, Ltd.

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming Managing Directors Fund VI, L.P.

By: Qiming Corporate GP VI, Ltd.,
it's General Partner

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming GP VI, L.P.

By: Qiming Corporate GP VI, Ltd.,
it's General Partner

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory

Qiming Venture Partners VI, L.P.

By: Qiming GP VI, L.P.,
it's General Partner
By: Qiming Corporate GP VI, Ltd.,
General Partner of Qiming GP VI, L.P.

By: /s/ Grace Lee
Name: Grace Lee
Title: Authorized Signatory