

Ambow Education Holding Ltd.  
Form 6-K  
October 20, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of October 2016**

**Commission File Number: 001-34824**

**Ambow Education Holding Ltd.**

**Not Applicable**

(Translation of Registrant's name into English)

**Cayman Islands**

(Jurisdiction of incorporation or organization)

**18th Floor, Building A, Chengjian Plaza, No. 18,**

**BeiTaiPingZhuang Road, Haidian District**

**Beijing 100088**

**People's Republic of China**

**Telephone: +86 (10) 6206-8000**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

**Other Information**

Attached hereto as Exhibit 99.1 is a Notice of Annual General Meeting of Shareholders and Proxy Statement of Ambow Education Holding Ltd. (the “Company”). A copy of the Notice and Proxy Statement has been mailed to each of the Company’s Class A and Class C Shareholders and holders of the Company’s ADRs.

**Exhibits**

99.1 PROXY STATEMENT

**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, thereunto duly authorized.

**Ambow  
Education  
Holding Ltd.**

By: /s/Jin Huang  
Name: Dr. Jin  
Huang  
Title: President  
and Chief  
Executive  
Officer

Date: October 20, 2016