

July 24, 2019

Richard Wei  
Chief Financial Officer  
ECMOHO Ltd  
3F, 1000 Tianyaoqiao Road  
Xuhui District  
Shanghai, 200030  
The Peoples Republic of China

Re: ECMOHO Ltd  
Draft Registration Statement on Form F-1  
Filed June 28, 2019  
CIK 0001763197

Dear Mr. Wei:

We have reviewed your draft registration statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by providing the requested information and either submitting an amended draft registration statement or publicly filing your registration statement on EDGAR. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing the information you provide in response to these comments and your amended draft registration statement or filed registration statement, we may have additional comments.

Draft Registration Statement on Form F-1

Corporate History and Structure, page 4

1. Because investors will be investing in a holding company that does not directly own all of its operations in China, please make this fact clear in your prospectus summary. In this regard, please clearly describe the business of your variable interest entity, as distinguished from your other subsidiaries. Please also disclose in this section the fact that the shareholders of your VIE may have interests that conflict with you, as you state on page 35.

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Implications of Being an Emerging Growth Company, page 6

2. Please revise your disclosure to clarify, if true, that you will comply with new or revised accounting standards when they are adopted by private companies rather than when they are adopted by public companies. Similar revisions should be made to paragraph four on page 48 and to paragraph two on page 50.  
The Offering, page 8

3. Please add a brief description of the material terms of your ADSs.  
Risk Factors  
Our Success Depends Upon Our Ability..., page 14

4. We note your disclosure about the small number of brand partners that contributed a significant portion of your revenue in 2018. Revise to state whether

the reduction in  
brand partners as of May 31, 2019, as disclosed on page 12, has had a  
material impact  
upon the amounts you disclose here.

Selected Consolidated Financial and Operating Data

Selected Consolidated Statements of Comprehensive Income Data, page 65

5. Please revise the inconsistency in the description of the gross income  
line item to coincide  
with the gross profit description presented in your summary  
consolidated statements of  
comprehensive income data on page 10 and in your consolidated  
statements of  
comprehensive income on page F-5 or advise.

6. Please revise footnote (1) to include accretion to redemption value of  
redeemable non-  
controlling interests and the related amounts for the periods  
presented. Please also  
disclose the amounts in footnote (1) related to the accretion on Round  
A and Round B  
convertible redeemable preferred shares to redemption, the accretion  
on Series A  
convertible redeemable preferred shares to redemption value, and the  
extinguishment of  
convertible redeemable preferred shares for the periods presented.  
Similar revisions  
should be made to the summary consolidated statements of comprehensive  
income data on  
page 10.

Management's Discussion and Analysis of Financial Condition and Results of  
Operations

Key Components of Results of Operations

Net Revenues, page 69

7. You state that you expect net revenues to increase as you continue to  
expand your brand  
partner portfolio and product and service offerings. Yet, in the table  
on page 67, we note  
that your brand partners decreased from 52 to 38 partners or 27% from  
December 31,  
2018 through the five months ended May 31, 2019. Additionally, the  
number of brands

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decreased from 76 to 59 or 22% for the same period. In that regard,  
please tell us why

you believe net revenues will continue to increase. In light of the  
above, please also tell

us whether you still expect cost of revenues to increase.

Critical Accounting Policies, page 71

8. Your critical accounting policies in relation to revenue recognition,  
sales incentives,  
inventories, and share-based compensation does not address the  
material implications of  
uncertainties associated with the methods, assumptions, and estimates  
underlying such  
measurements. Please revise your critical accounting policies to  
present your analysis of  
the uncertainties involved in applying an accounting principle at a  
given time or the  
variability that is reasonably likely to result from its application  
over time. Refer to  
Section V of SEC Release No. 33-8350.

Results of Operations

Year Ended December 31, 2018 Compared to Year Ended December 31, 2017, page 78

9. We note your discussion and analysis that multiple factors impacted  
your results of

operations. For example, you state that product sales revenues  
increased due to high

growth in the sales of products and the introduction of new brands of  
health supplements.

To the extent that multiple factors influenced changes in your results  
of operations, please

revise your disclosure to quantify the impact of each factor you identify. Refer to

SEC Release No. 33-8350.

10. We note your disclosure on page F-21 that your CODM reviews consolidated results

including, revenue, gross profit and operating profit. Please expand your disclosure to provide a discussion and analysis of the changes in gross profit.

Similar revisions should

be made to your discussion of key components of results of operations on page 69.

Liquidity and Capital Resources, page 80

11. Please expand your disclosure to discuss your ability to transfer cash between entities,

across borders, and to U.S. investors as reference to your Holding Company Structure

disclosure on page 77 only address the payment of dividends. Refer to Item 303(a)(1) of

Regulation S-K and Section IV of SEC Release No. 33-8350.

Business

Our Strengths, page 89

12. Where you discuss your repeated purchases for 2018 on page 90, please enhance your

discussion to contextualize and quantify your repeated purchases for prior periods in order

to explain its importance. In this regard, we note your disclosure on page 12 that the

repeat purchase rate increased 2% from 2017 to 2018.

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Brand Partners Development and Services, page 95

13. We note your disclosure that "three of the ten largest brand partners in terms of revenue

contribution in 2018 are under the common control of a global food and beverage

company". Please tell us what consideration you have given to the filing of these

agreements. Please refer to Item 601(b)(10) of Regulation S-K.

14. You present case studies of customers that have utilized your services. Please confirm

that the customers have consented to these statements and to their case studies being used

in your registration statement.

XG Health platform , page 97

15. We note your disclosure that "[c]onsumers may purchase these products for themselves or

share the links to these products on social media and earn commissions." Please indicate

whether or not you are responsible for paying these commissions and quantify, if material.

Description of American Depositary Shares , page 139

16. We note your disclosures on page 148 that each party to the deposit agreement

"irrevocably waives, to the fullest extent permitted by applicable law, any right it may

have to a trial by jury in any suit, action or proceeding against the depository and/or

[you]." We also note your disclosure on page 150 that "any legal suit, action or

proceeding against or involving us or the depository... may only be instituted in a state or

federal court in New York, New York, and each [party] irrevocably waives any objection

which it may have to the laying of venue of any such proceeding, and irrevocably submits

to the exclusive jurisdiction of such courts in any such suit, action or proceeding." Please

confirm, if true, that the jury waiver and exclusive forum provisions are not intended to

apply to claims under the U.S. federal securities laws. With regards to the exclusive forum

provision, if it does not apply to actions arising under the Securities

Act or Exchange Act,  
please ensure that the exclusive forum provision in the deposit  
agreement states this  
clearly, or tell us how you will inform investors in future filings that  
the provision does  
not apply to any actions arising under the Securities Act or Exchange  
Act. If the  
provisions do apply to claims under the U.S. federal securities laws,  
please clearly  
disclose this in your filing and deposit agreement and provide risk  
factor disclosure in  
your registration statement related to these provisions, including but  
not limited to the  
enforceability of the provisions, increased costs to bring a claim,  
limited access to  
information and other Wei  
First Name Last Name Richard imbalances of resources between the company and  
shareholders,  
information and other Wei  
Company that these provisions can discourage claims or limit shareholders  
ability to bring a  
and Name ECMOHO Ltd  
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claim Page 4  
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Taxation, page 152

17. Please ensure that the various opinions of counsel as to matters of  
taxation are clearly  
identified as such, where applicable, in this section.

Notes to the Consolidated Financial Statements

1. Organization and Principal Activities

(a) Principal activities, page F-8

18. We note your corporate structure in the diagram on page 61 that  
includes your significant  
subsidiaries and VIE which appear to be inconsistent with your  
disclosure of subsidiaries  
and VIE in Note 1 on page F-8. For example, certain entities such as  
ECMOHO Co. Ltd.  
(Japan), Xianggui (Shanghai) Biotechnology Co., Ltd. (PRC), Shanghai  
Hengchang Supply  
Chain Management Co., Ltd. (PRC), and Shanghai Yuyun Information  
Technology Co.,  
Ltd. (PRC) are included in your corporate structure; however, they are  
not presented in  
Note 1 on page F-8. Please revise the inconsistency in your  
disclosure.

19. We note your disclosure that the company is the primary beneficiary of  
the VIE,

Yibo. Please expand your disclosure to describe the terms of the  
contractual agreements  
that gives the company through ECMOHO Shanghai power and economics  
over Yibo.

20. We note your disclosure that the VIE has an immaterial impact on the  
consolidated

financials of the Group. We also note your disclosure in the first  
paragraph on page 62  
that your VIE, Yibo, holds the ICP licenses and other regulated  
licenses and operates your  
internet-based business. In that regard, please disclose qualitative  
information about  
involvement with the VIE, including the nature, purpose, size and  
activities of the VIE.

Please also include a description of the recognized and unrecognized  
revenue-producing  
assets that are held by the VIE. These assets may include licenses,  
trademarks, other  
intellectual property, facilities or assembled workforce. Refer to ASC  
810-10-50-5A.d.

21. Please disclose quantitative information for the VIE including  
revenue; net income;  
operating, investing, and financing cash flows; and the carrying  
amount and classification

of the VIE's assets and liabilities, including intercompany payables to ECMOHO

Shanghai. Material related party transactions of the VIE should be presented separately.

Refer to paragraphs 5A.d., 2AA.d., and 3.bb of ASC 810-10-50.

## 2. Principal Accounting Policies

(i) Inventories, page F-13

22. Please disclose the nature of cost elements included in inventory in accordance with ASC

210-10-S99-1(6)(b). Also, please tell us your consideration of measuring your inventories

at the lower of cost or net realizable value. Refer to ASC 330-10-35-1B.

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(ad) Statutory reserves, page F-20

23. We note that no statutory reserve was recorded as of December 31, 2017 and 2018.

Please tell us and revise your disclosure to clarify why no statutory reserve was recorded

for the periods presented. Please also tell us whether your subsidiaries in PRC had

accumulated deficits in their functional currency, RMB, for the years ended December 31,

2017 and 2018.

(ai) Segment reporting, page F-21

24. We note your disclosure on page 68 and elsewhere in your preliminary prospectus that

you market and distribute health supplements and food, mother and child care products,

personal care products, household healthcare equipment and other health and wellness

products. Please tell us your consideration of disclosing revenues for each product and

service or each group of similar products and services. Please refer to ASC 280-10-50-40.

15. Redeemable non-controlling interests, page F-38

25. Please disclose the expected redemption value as if it were currently redeemable. See

ASC 480-10-S99.

20. Income Taxes, page F-41

26. We note you reversed \$1,413,831 of your tax valuation allowance in 2018. Please provide

us a detailed analysis that supports your determination of the tax valuation allowance at

December 31, 2018 including your basis for concluding that realization of net deferred tax

assets is more likely than not as required by ASC 740-10-30-5(e).

Please specifically

address your assumptions regarding each source of taxable income contemplated by ASC

740-10-30-18. Further please revise your disclosure here or in

Critical Accounting

Policies in Management's Discussion and Analysis of Financial Condition and Results of

Operations to provide a analysis of your assessment of the

realizability of your deferred

tax assets as of December 31, 2018 and the reason for the significant change in the

valuation allowance from December 31, 2017. Refer to Item 303(a) of Regulation S-K.

Item 8. Exhibits and Financial Statement Schedules

Exhibit 21.1, page II-3

27. We note your disclosure of principle subsidiaries in Note 1 on page F-8; as such, Qinghai

Hengshoutang Plateau Medicine Co., Limited, Shanghai Jieshi Technology Co., Limited

and Yiling (Shanghai) Information Technology Co., Limited are not presented in the list

of significant subsidiaries per Exhibit 21.1. Please revise the inconsistency in your disclosure or advise.

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You may contact Yolanda Guobadia at 202-551-3562 or Donna Di Silvio at 202-551-3202 if you have questions regarding comments on the financial statements and related matters. Please contact Jennifer Lopez-Molina at 202-551-3792 or Mara Ransom at 202-551-3264 with any other questions.

Sincerely,

Division of Corporation

Office of Consumer

Finance

Products