

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 2024

Commission File Number: 001-41407

TOP FINANCIAL GROUP LIMITED
(Translation of registrant’s name into English)

118 Connaught Road West
Room 1101
Hong Kong
(Address of principal executive office)

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 ☐

On December 20, 2023, the shareholders of TOP Financial Group Limited (the “Company”) passed a resolution to authorize the board of directors of the Company (the “Board”) to, at its discretion without further approval of the shareholders, adopt a dual-class share capital structure and:

- (a) reclassify all ordinary shares of the Company issued and outstanding into class A ordinary shares of the Company with a par value of US\$0.001 each (the “Class A Ordinary Shares”) with one (1) vote per share and with other rights attached to such shares as set forth in the second amended and restated memorandum and articles of association of the Company (the “M&A”) on a one for one basis;
 - (b) redesignate 10,000,000 authorized but unissued ordinary shares of the Company into 10,000,000 class B ordinary shares of the Company with a par value of US\$0.001 each (the “Class B Ordinary Shares”) with fifty (50) votes per share and with other rights attached to it in the M&A on a one for one basis; and
 - (c) redesignate the remaining authorized but unissued ordinary shares of the Company into Class A Ordinary Shares on a one for one basis,
- (the “Reclassification and Redesignation”).

On October 3, 2024, the Board of the Company has approved the Reclassification and Redesignation, and the dual-class share capital structure was effective immediately.

SIGNATURES

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.

Date: October 18, 2024

TOP FINANCIAL GROUP LIMITED

By: /s/ Ka Fai Yuen

Name: Ka Fai Yuen

Title: Chief Executive Officer