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

FORM 6-K

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

For the month of November 2024

Commission file number: 001-39177

Sound Group Inc.
(Exact Name of Registrant as Specified in Its Charter)

**60 Anson Road,
Mapletree Anson,
#09-01/02,
Singapore 079914**
(Address of Principal Executive Offices)

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

EXPLANATORY NOTE

As previously reported, on May 17, 2024, The Nasdaq Stock Market LLC (“Nasdaq”) notified Sound Group Inc. (the “Company”) that since the Company had not yet filed its Form 20-F for the year ended December 31, 2023 (the “Form 20-F”), it no longer complied with the periodic filing requirement for The Nasdaq Stock Market pursuant to Listing Rule 5250(c)(1) (the “Rule”). Following a comprehensive review and assessment of the materials submitted by the Company on July 11, 2024, Nasdaq Staff has determined to grant an exception to enable the Company to regain compliance with the Rule. The terms of the exception require the Company to file the Form 20-F by November 11, 2024, as mandated by the Rule. The Company subsequently submitted the Form 20-F on October 31, 2024.

On November 1, 2024, the Company received a letter from Nasdaq notifying the Company that, based on the October 31, 2024 filing of the Form 20-F, Nasdaq has determined that the Company complies with the Rule. Accordingly, the matter has been closed.

A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 6-K and is incorporated herein by reference.

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.

Sound Group Inc.

Date: November 4, 2024

By: /s/ Jinnan (Marco) Lai

Name: Jinnan (Marco) Lai

Title: Chief Executive Officer, Director

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release

Sound Group Inc. Regains Compliance with NASDAQ Requirement

Singapore, November 4, 2024 (GLOBE NEWSWIRE) – Sound Group Inc. (NASDAQ: SOGP) (“Sound Group” or the “Company”), a global audio-centric social and entertainment company, announced today that it has received notification from The Nasdaq Stock Market LLC (“Nasdaq”) on November 1, 2024, confirming the Company has regained compliance with the periodic filing requirement for Nasdaq under Listing Rule 5250(c)(1). Nasdaq noted this matter is now closed.

About Sound Group Inc.

Sound Group Inc. is a global audio-centric social and entertainment company driven by a clear mission and vision: building the world’s largest audio platform to better connect and communicate. The Company is dedicated to shaping a future where audio not only bridges gaps but also amplifies human connection through the power of sound. Sound Group Inc. has been listed on Nasdaq since January 2020.

For more information, please visit: <https://ir.soundgroupinc.com/>

Safe Harbor Statement

This press release contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties, and a number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s goals and strategies; the Company’s future business development, results of operations and financial condition; the expected growth of the online audio market; the expectation regarding the rate at which to gain active users, especially paying users; the Company’s ability to monetize the user base; fluctuations in general economic and business conditions in China and overseas markets; any adverse changes in laws, regulations, rules, policies or guidelines applicable to the Company; and assumptions underlying or related to any of the foregoing. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. Further information regarding these and other risks, uncertainties or factors is included in the Company’s filings with the Securities Exchange Commission. All information provided in this press release is as of the date of this press release, and the Company does not undertake any duty to update such information, except as required under applicable law.

For investor and media inquiries, please contact:

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Jenny Cai
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