

**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

June 3, 2019

Commission File Number: 000-50975

China Finance Online Co. Limited

(Translation of registrant's name into English)

HONG KONG

(Jurisdiction of incorporation or organization)

17th floor of Fuzhuo Plaza A
No.28 Xuanwai Street, Xicheng District
Beijing, China 100052

(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

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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934: Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): n/a

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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.

China Finance Online Co. Limited

Date: June 3, 2019

By: /s/ Zhiwei Zhao
Name: Zhiwei Zhao
Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Report of the Directors for the year ended December 31, 2018

CHINA FINANCE ONLINE CO. LIMITED**REPORT OF THE DIRECTORS**

The directors of China Finance Online Co. Limited, or the Company, present their report and the audited financial statements for the year ended December 31, 2018, or the Financial Statements, which can be accessed through the SEC website at <http://www.sec.gov> or through the Company's website at <http://ir.chinafinanceonline.com/phoenix.zhtml?c=183451&p=irol-reportsannual> beginning April 26, 2019. The Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The activities of its principal subsidiaries including its variable interest entities ("VIEs") and its VIEs' subsidiaries are set out in note 1 to the Financial Statements.

RESULTS

The results of the Company and its subsidiaries including its variable interest entities ("VIEs") and its VIEs' subsidiaries for the year ended December 31, 2018 are set out in the consolidated statements of comprehensive income on page F-3 of the Financial Statements.

The directors do not recommend the payment of a dividend and propose that the profit for the year be retained.

PROPERTY AND EQUIPMENT

Details of the movements during the year in property and equipment of the Company and its subsidiaries including its VIEs and its VIEs' subsidiaries are set out in note 11 to the Financial Statements.

SHARE CAPITAL

In 2018, Company granted share options to purchase 2,180,000 ordinary shares pursuant to the 2014 Stock Incentive Plan.

Other than the foregoing, the Company did not issue any share capital for the year ended December 31, 2018.

DIRECTORS

The directors of the Company up to the date of this report were as follows:

Mr. Zhiwei Zhao
Mr. Jun Wang
Mr. Zheng (James) Chen
Mr. Jian Wang
Mr. Yaowei Zhang

We have a staggered board of directors, which means half the number of our directors (excluding our chief executive officer) shall retire from office by rotation at every annual general meeting. The directors to retire at each annual general meeting shall be those who have been longest in office since their last election. Any director appointed by the board of directors since the last annual general meeting

shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation. Our chief executive officer will at all times be a director, and will not retire as a director, so long as he remains as the chief executive officer. Our board of directors is currently comprised of five members. Mr. Jian Wang and Mr. Yaowei Zhang are required to retire by rotation at the 2019 annual general meeting.

MANAGEMENT CONTRACTS

No substantial contracts concerning the management and administration of the Company were entered into or existed during 2018.

ARRANGEMENTS WITH DIRECTORS TO PURCHASE SHARES OR DEBENTURES

As of the date of this report, the Company has granted the directors share awards of 7,500,240 ordinary shares of the Company pursuant to the Company's 2004 Stock Incentive Plan, out of which 2,400,000 ordinary shares have expired. Details of directors' underlying share awards at the date of this report were as follows:

Name of director	Capacity	Number of underlying shares under 2004 Stock Incentive Plan
Zhiwei Zhao	Director	3,000,000
Jun Wang*	Director	2,100,240
		<u>5,100,240</u>

*250,000 shares out of the underlying shares awards of Mr. Jun Wang under the 2004 Stock Incentive Plan were granted prior to his appointment as a director of the Company.

As of the date of this report, the Company has granted the directors share awards of 1,950,000 ordinary shares of the Company pursuant to the Company's 2014 Stock Incentive Plan. Certificates evidencing the shares shall only be issued to the participant if and when the applicable restrictions on the restricted shares lapse in accordance with the terms of the applicable award agreement and the 2014 Plan. Details of directors' awards at the date of this report were as follows:

Name of director	Capacity	Number of underlying shares under 2014 Stock Incentive Plan
Zhiwei Zhao	Director	1,560,000
Jun Wang	Director	150,000
Zheng (James) Chen	Independent director	80,000
Jian Wang	Independent director	80,000
Yaowei Zhang	Independent director	80,000
		<u>1,950,000</u>

Particulars of the Company's 2007 performance-based equity incentive plan are set out in note 16 to the Financial Statements.

Other than as disclosed above, at no time during 2018 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

AUDITORS

A resolution will be proposed to the forthcoming Annual General Meeting of the Company to appoint BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company.

On behalf of the Board

/s/ Zhiwei Zhao

Zhiwei Zhao

CHAIRMAN

June 3, 2019