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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 January 2025

Commission File Number: 001-42450

Zhengye Biotechnology Holding Limited

No.1 Lianmeng Road, Jilin Economic & Technical Development Zone  
Jilin City, Jilin Province, China

(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

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On January 13, 2025, Kingswood Capital Partners, LLC (“Kingswood”), as the representative of the underwriters of the initial public offering of Zhengye Biotechnology Holding Limited (the “Company”), exercised its over-allotment option in full to purchase an additional 225,000 ordinary shares of the Company at the public offering price of US\$4.00 per share (the “Option”). The closing for the sale of the over-allotment shares took place on January 14, 2025. As a result, the gross proceeds of the Company’s initial public offering, including the proceeds from the sale of the over-allotment shares, totaled US\$6,900,000, before deducting underwriting discounts and other related expenses.

A copy of the press release announcing the underwriters’ exercise of the Option is attached as Exhibit 99.1 and incorporated herein by reference. This report does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

#### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated January 14, 2025, announcing the exercise of the over-allotment option.</a>

**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.

**Zhengye Biotechnology Holding Limited**

Date: January 14, 2025

By: /s/ Songlin Song

Name: Songlin Song

Title: Chief Executive Officer

**Zhengye Biotechnology Holding Limited Announces Full Exercise of Underwriters' Over-Allotment Option**

Jilin, China, January 14, 2025 (GLOBE NEWSWIRE) -- Zhengye Biotechnology Holding Limited (Nasdaq: ZYBT) (the "Company" or "Zhengye"), a veterinary vaccine manufacturer that encompasses research, development, manufacturing, and sales of veterinary vaccines, with a focus on livestock vaccine in China, today announced that the underwriter of its initial public offering (the "Offering") have exercised in full their option to purchase an additional 225,000 ordinary shares at a public offering price of \$4.00 per ordinary share to cover over-allotments. Gross proceeds of the Company's initial public offering, including the exercise of the over-allotment, totaled \$6.9 million, before deducting underwriting discounts and other related expenses. The ordinary shares began trading on the Nasdaq Capital Market on January 7, 2025 under the ticker symbol "ZYBT."

Proceeds from the Offering will be used for acquiring vaccine production companies and conducting R&D projects.

Kingswood Capital Partners, LLC ("Kingswood") acted as the sole book-running manager for the Offering. Hunter Taubman Fischer & Li LLC acted as U.S. securities counsel to the Company, and VCL Law LLP acted as U.S. counsel to Kingswood in connection with the Offering.

A registration statement on Form F-1 relating to the Offering was filed with the U.S. Securities and Exchange Commission (the "SEC") (File Number: 333-276436) and was declared effective by the SEC on December 20, 2024. The Offering was made only by means of a prospectus, forming a part of the registration statement. Copies of the prospectus relating to the Offering may be obtained from Kingswood, Attn: Tower 56, 126 E. 56th Street, Suite 22S, New York, NY 10022, or by telephone at +1-732-910-9692. In addition, a copy of the prospectus relating to the Offering may be obtained via the SEC's website at [www.sec.gov](http://www.sec.gov).

This press release does not constitute an offer to sell, or the solicitation of an offer to buy any of the Company's securities, nor shall there be any offer, solicitation or sale of any of the Company's securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction.

**About Zhengye Biotechnology Holding Limited**

Through Jilin Zhengye Biological Products Co., Ltd., the Company's operating entity based in Jilin, China, Zhengye Biotechnology Holding Limited focuses on the research, development, manufacturing and sales of veterinary vaccines, with an emphasis on vaccines for livestock. For over 20 years, the operating entity has been committed to enhancing the health of animals. The operating entity has 44 veterinary vaccines, including vaccines for swine, cattle, goats, sheep, poultry, and dogs. The operating entity's products are available in 28 provincial regions across China and are exported overseas to Vietnam, Pakistan, and Egypt. The operating entity has three GMP veterinary vaccine production floors, including 13 GMP vaccine production lines, one quality examination center, and one animal facility for vaccine development. The operating entity has 49 employees who have over a decade of experience in the veterinary vaccine industry. For more information, please visit the Company's website: <http://ir.jlzybio.com>.

**Forward-Looking Statements**

*Certain statements in this announcement are forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties and are based on the Company's current expectations and projections about future events that the Company believes may affect its financial condition, results of operations, business strategy and financial needs. Investors can find many (but not all) of these statements by the use of words such as "approximates," "believes," "hopes," "expects," "anticipates," "estimates," "projects," "intends," "plans," "will," "would," "should," "could," "may" or other similar expressions in this prospectus. The Company undertakes no obligation to update or revise publicly any forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results in the Company's registration statement and other filings with the SEC.*

**For more information, please contact:****Zhengye Biotechnology Holding Limited**

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**Ascent Investor Relations LLC**

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