
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 July 2024

Commission File Number: 001-41675

GOLDEN HEAVEN GROUP HOLDINGS LTD.

No. 8 Banhouhaichuan Rd
Xiqin Town, Yanping District
Nanping City, Fujian Province, China 353001
(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

Private Placement Closing

Golden Heaven Group Holdings Ltd. (the “Company”) previously disclosed in its current report on [Form 6-K](#) filed with the U.S. Securities and Exchange Commission on July 3, 2024, that the Company entered into Securities Purchase Agreements (the “Securities Purchase Agreements”) with certain investors (the “Investors”) for a private placement offering (“Private Placement”) of 120,000,000 Class A Ordinary Shares (the “Class A Ordinary Shares”) and Warrants to purchase up to 240,000,000 Class A Ordinary Shares (the “Warrants”).

On July 26, 2024, the Company closed the Private Placement and issued the Warrants and an aggregate of 120,000,000 Class A Ordinary Shares to the Investors at a price of \$0.15 per share, for aggregate gross proceeds of approximately \$18 million, before deducting the offering expenses payable by the Company. The Company intends to use the net proceeds from the Private Placement for working capital and other general corporate purposes.

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: July 30, 2024

Golden Heaven Group Holdings Ltd.

By: /s/ Jin Xu

Name: Jin Xu

Title: Chief Executive Officer and
Chairman of the Board of Directors (Principal
Executive Officer)