
**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 August 2019

Commission File Number: 001-37657

YIRENDAI LTD.

**10/F, Building 9, 91 Jianguo Road
Chaoyang District, Beijing 100022
The People's Republic of China**
(Address of principal executive offices)

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):

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.

Yirendai Ltd.

By: /s/ Yu Cong
Name: Yu Cong
Title: Co-Chief Financial Officer

Date: August 6, 2019

EXHIBIT INDEX

- Exhibit 99.1 — Press release
- Exhibit 99.2 — Notice of Extraordinary General Meeting
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Yirendai Ltd. to hold an extraordinary general meeting on September 30, 2019

Beijing, August 6, 2019 — Yirendai Ltd. (NYSE: YRD) (“Yirendai” or the “Company”), a leading fintech company in China, today announced that it will hold an extraordinary general meeting of shareholders at 10/F, Tower B, Gemdale Plaza, 91 Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China on September 30, 2019 at 11:00 a.m. (Beijing time). Holders of record of ordinary shares of the Company at the close of business on August 16, 2019 are entitled to notice of, and to vote at, the extraordinary general meeting or any adjournment or postponement thereof. Holders of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying ordinary shares must act through the depository of the Company’s ADS program, Deutsche Bank Trust Company Americas. The purpose of the extraordinary general meeting is for the Company’s shareholders to consider, and if thought fit, approve the change of the Company’s legal name from “Yirendai Ltd.” to “Yiren Digital Ltd.”

The notice of the extraordinary general meeting, which sets forth the resolutions to be submitted to shareholder approval at the meeting, is available on the Investor Relations section of the Company’s website at <http://ir.yirendai.com>.

About Yirendai Ltd.

Yirendai Ltd. (NYSE: YRD) is a leading fintech company in China connecting investors and individual borrowers. The Company provides an effective solution to address largely underserved investor and individual borrower demand in China through an online platform that automates key aspects of its operations to efficiently match borrowers with investors and execute loan transactions. Yirendai deploys a proprietary risk management system, which enables the Company to effectively assess the creditworthiness of borrowers, appropriately price the risks associated with borrowers, and offer quality loan investment opportunities to investors. Yirendai’s online marketplace provides borrowers with quick and convenient access to consumer credit at competitive prices and investors with easy and quick access to an alternative asset class with attractive returns. For more information, please visit ir.yirendai.com.

For investor and media inquiries, please contact:

Hui (Matthew) Li/Lydia Yu
Investor Relations
Yirendai
Email: ir@yirendai.com

Yirendai Ltd.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: YRD)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to be held on September 30, 2019
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Yirendai Ltd. (the “Company”) will be held at 10/F, Tower B, Gemdale Plaza, 91 Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China on September 30, 2019 at 11:00 a.m. (Beijing time), and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolution as a special resolution:

“**RESOLVED**, as a special resolution:

THAT the change of the Company’s legal name from “Yirendai Ltd.” to “Yiren Digital Ltd.”, which has been approved by the resolutions of the Company’s board of directors, be and hereby is, authorized and approved, and the Company’s memorandum and articles of association, be and hereby is, amended to reflect the change of the Company’s legal name; and

THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.”

The board of directors of the Company has fixed the close of business on August 16, 2019 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjourned or postponed meeting thereof.

Please refer to the proxy form, which is attached to and made a part of this notice. Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to vote at the EGM and any adjourned or postponed meeting thereof. Holders of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying shares must act through Deutsche Bank Trust Company Americas, the depositary of the Company’s ADS program.

Holders of record of the Company’s ordinary shares as of the Record Date are cordially invited to attend the EGM in person. Your vote is important. If you cannot attend the EGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time of the EGM to ensure your representation at such meeting.

By Order of the Board of Directors,

/s/ Ning Tang

Mr. Ning Tang

Chairman of the Board of Directors

Beijing, August 6, 2019

Yirendai Ltd.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: YRD)

Form of Proxy for Extraordinary General Meeting
to Be Held on September 30, 2019
(or any adjourned or postponed meeting thereof)

Introduction

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of Yirendai Ltd. (the “**Board**”), a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.0001 per share, of the Company (the “**Ordinary Shares**”) to be exercised at the extraordinary general meeting of the Company (the “**EGM**”) to be held at 10/F, Tower B, Gemdale Plaza, 91 Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China on September 30, 2019 at 11:00 a.m. (Beijing time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying notice of the EGM (the “**EGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on August 16, 2019 (the “**Record Date**”) are entitled to notice of and to vote at the EGM. In respect of the matters requiring shareholders’ vote at the EGM, each Ordinary Share is entitled to one vote. The quorum of the EGM is one or more shareholders holding shares which represent in aggregate no less than one-third of the votes attaching to all issued and outstanding shares present in person or by proxy and entitled to vote at the EGM. This Form of Proxy and the accompanying EGM Notice will be first mailed to the shareholders of the Company on or about August 29, 2019.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at Sertus Incorporations (Cayman) Limited, Sertus Chambers, P.O. Box 2547, Cassia Court, Camana Bay, Grand Cayman, Cayman Islands, with a copy delivered to its offices at 10/F, Building 9, 91 Jianguo Road, Chaoyang District, Beijing, the People’s Republic of China or (ii) by voting in person at the EGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company's offices (to the attention of: Mr. Yu Cong) at 10/F, Building 9, 91 Jianguo Road, Chaoyang District, Beijing, the People's Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM.

Yirendai Ltd.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: YRD)

Form of Proxy for Extraordinary General Meeting
to Be Held on September 30, 2019
(or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ Ordinary Shares ¹, par value US\$0.0001 per share, of Yirendai Ltd. (the "Company"), hereby appoint the Chairman of the Extraordinary General Meeting ² or _____ of _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjourned or postponed meeting thereof) of the Company to be held at 10/F, Tower B, Gemdale Plaza, 91 Jianguo Road, Chaoyang District, Beijing, the People's Republic of China on September 30, 2019 at 11 a.m. (Beijing time), and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit ³.

| No. | RESOLUTION | FOR ³ | AGAINST ³ | ABSTAIN ³ |
|-----|---|------------------|----------------------|----------------------|
| 1. | <p>It is resolved as a special resolution:</p> <p>THAT the change of the Company's legal name from "Yirendai Ltd." to "Yiren Digital Ltd.", which has been approved by the resolutions of the Company's board of directors, be and hereby is, authorized and approved, and the Company's memorandum and articles of association, be and hereby is, amended to reflect the change of the Company's legal name; and</p> <p>THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.</p> | | | |

Dated _____, 2019

Signature(s)⁴ _____

¹ Please insert the **number** of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).

² **If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided.** A shareholder may appoint one or more proxies to attend and vote in his stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**

³ **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "for". If you wish to vote against a particular resolution, tick the appropriate box marked "against". If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain".**

⁴ This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.

Yirendai Ltd.
 (Incorporated in the Cayman Islands with limited liability)
 (NYSE Ticker: YRD)

Ballot for the Extraordinary General Meeting
 Held on September 30, 2019
 (or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ ordinary shares ¹, par value US\$0.0001 per share, of Yirendai Ltd. (the “Company”), hereby cast my ballot as follows:

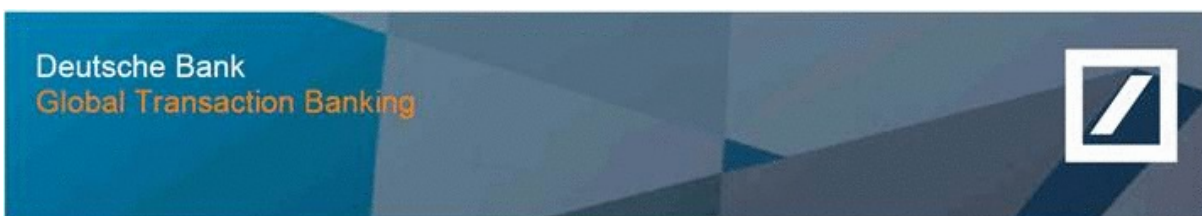
| No. | RESOLUTION | FOR ² | AGAINST ² | ABSTAIN ² |
|-----|--|------------------|----------------------|----------------------|
| 1. | It is resolved as a special resolution: THAT the change of the Company’s legal name from “Yirendai Ltd.” to “Yiren Digital Ltd.”, which has been approved by the resolutions of the Company’s board of directors, be and hereby is, authorized and approved, and the Company’s memorandum and articles of association, be and hereby is, amended to reflect the change of the Company’s legal name; and THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit. | | | |

Signature(s)³ _____

¹ Please insert the **number** of ordinary shares registered in your name(s) to which this proxy relates. If no number is inserted, this ballot will be deemed to relate to all the shares in the Company registered in your name(s).

² **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked “for”. If you wish to vote against a particular resolution, tick the appropriate box marked “against”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “abstain”.**

³ This ballot must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.



August 19, 2019

Yirendai Ltd.

Please be advised of the following **Depository's Notice of Extraordinary General Meeting of Shareholders:**

Depository Receipt Information

| | | | | |
|----------------------------------|--|----------------|-----------------|--------------|
| CUSIP: | 98585L100 | (DTC Eligible) | DR ISIN: | US98585L1008 |
| Country of Incorporation: | Cayman Islands | | | |
| Meeting Details: | Extraordinary General Meeting at 11:00 a.m. (Beijing time) at 10/F, Tower B, Gemdale Plaza, 91 Jianguo Road, Chaoyang District, Beijing 100022, the People's Republic of China | | | |
| DR Record Date: | August 16, 2019 | | | |
| Voting Deadline: | September 24, 2019 at 01:00 PM EST | | | |
| Meeting Date: | September 30, 2019 | | | |
| Meeting Agenda: | The Company's Notice of Meeting, including the Agenda, is available at the Company's website: ir.yirendai.com | | | |
| Ratio (ORD:DR): | 2 : 1 | | | |

Holders of American Depositary Shares ("ADSs") representing ordinary shares (the "Deposited Securities") of Yirendai Ltd. (the "Company") are hereby notified of the Company's Extraordinary General Meeting of shareholders currently scheduled on the date set forth above. A copy of the Notice of Meeting from the Company, which includes the agenda, is available at ir.yirendai.com.

ADR holders may obtain a copy of the Company's annual report on Form 20-F, free of charge, from the Company's website at ir.yirendai.com, or by contacting the Company at ir@yirendai.com, or by writing to the Company at 10/F, Building 9, 91 Jianguo Road, Chaoyang District, Beijing 100022, the People's Republic of China, telephone: +86 10 53956106.

Holders of record of ADRs as of the close of business on the DR Record Date will be entitled, subject to any applicable laws, the provisions of the deposit agreement entered into between the Company, Deutsche Bank Trust Company Americas (the "Depository") and the Holders of ADSs (the "Deposit Agreement"), the Company's memorandum and articles of association and the provisions of or governing the Deposited Securities, to instruct the Depository as to the exercise of the voting rights, if any, pertaining to the Deposited Securities represented by such Holder's ADSs.

In order for a voting instruction to be valid, Holders must complete, sign and return the enclosed voting instruction form so that it is received by the voting deadline stated above. Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt of voting instructions of a Holder on the DR Record Date in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement, the Company's memorandum and articles of association and the provisions of or governing the Deposited Securities, to vote or cause the custodian to vote the Deposited Securities (in person or by proxy) represented by ADSs evidenced by such receipt in accordance with such voting instructions.

Holders are advised that in the event that (i) the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs or (ii) no timely instructions are received by the Depository from a Holder with respect to any of the Deposited Securities represented by the ADSs held by such Holder on the DR Record Date, the Depository shall deem such Holder to have instructed the Depository to give a discretionary proxy to a person designated by the Company with respect to such Deposited Securities and the Depository shall give a discretionary proxy to a person designated by the Company to vote such Deposited Securities, provided, however, that no such instruction shall be deemed to have been given and no such discretionary proxy shall be given with respect to any matter as to which the Company informs the Depository (and the Company agrees to provide such information as promptly as practicable in writing, if applicable) that (x) the Company does not wish to give such proxy, (y) the Company is aware or should reasonably be aware that substantial opposition exists from Holders against the outcome for which the person designated by the Company would otherwise vote or (z) the outcome for which the person designated by the Company would otherwise vote would materially and adversely affect the rights of holders of Deposited Securities, provided, further, that the Company will have no liability to any Holder or person and/or entity having a beneficial interest in any ADSs ("Beneficial Owner") resulting from such notification.

Additionally, Holders are advised that in the event that voting on any resolution or matter is conducted on a show of hands basis in accordance with the Company's memorandum and articles of association, the Depository will refrain from voting and the voting instructions (or the deemed voting instructions, as set out above) received by the Depository from Holders shall lapse. The Depository will have no obligation to demand voting on a poll basis with respect to any resolution and shall have no liability to any Holder or Beneficial Owners for not having demanded voting on a poll basis.

Please note that persons beneficially holding ADSs through a bank, broker or other nominee that wish to provide voting instructions with respect to the securities represented by such ADSs must follow the voting instruction requirements of, and adhere to the deadlines set by, such bank, broker or other nominee. Such requirements and deadlines will differ from those set forth herein for registered holders of ADSs.

Holders and persons and/or entities having a beneficial interest in any ADS (“Beneficial Owners”) are advised that (a) the Depositary has not reviewed the Company’s website or any of the items thereon, and is not liable for the contents thereof, (b) neither the Depositary nor any of its affiliates controls, is responsible for, endorses, adopts, or guarantees the accuracy or completeness of any information contained in any document prepared by the Company or on the Company’s website and neither the Depositary nor any of its affiliates are or shall be liable or responsible for any information contained therein or thereon, (c) there can be no assurance that Holders or Beneficial Owners generally or any Holder or Beneficial Owner in particular will receive this notice with sufficient time to enable the Holder to return voting instructions to the Depositary in a timely manner, and (d) the Depositary and its agents shall not be liable for any failure to carry out any instructions to vote any of the Deposited Securities, or for the manner in which any vote is cast or the effect of any vote.

For further information, please contact:

Depositary Receipts

Phone: (800) 821-8780

dbemails@astfinancial.com

□ ■

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
YIRENDAI LTD.

(Continued and to be signed on the reverse side)

■ 1.1

14475 ■

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

YIRENDAI LTD.

September 30, 2019

Please sign, date and mail
your proxy card in the
envelope provided so that
your vote is received on or
before 1:00 PM EST on
September 24, 2019.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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Issues presented for consideration by the Extraordinary General Meeting of Shareholders on September 30, 2019.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

FOR AGAINT ABSTAIN

1. It is resolved as a special resolution:
THAT the change of the Company's legal name from "Yirendai Ltd." to "Yiren Digital Ltd.", which has been approved by the resolutions of the Company's board of directors, be and hereby is, authorized and approved, and the Company's memorandum and articles of association, be and hereby is, amended to reflect the change of the Company's legal name; and
THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.

Signature of Shareholder _____ Date: _____ Signature of Shareholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.