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 OF
THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE MONTH OF MAY, 2014
COMMISSION FILE NUMBER 000-51576**

ORIGIN AGRITECH LIMITED
(Translation of registrant's name into English)

No. 21 Sheng Ming Yuan Road, Changping District, Beijing 102206
(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 x   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): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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.

ORIGIN AGRITECH LIMITED

By: /s/ Gengchen Han
Name: Gengchen Han
Title: Chairman, President, and CEO

Date: May 13, 2014

EXHIBIT

Exhibit Number	Description
99.1	Press release, dated May 13, 2014, entitled "Origin Agritech Announces Receipt of Acquisition Proposal"
99.2	Acquisition Proposal Letter, dated May 12, 2014, from Hunan Xindaxin Company Limited

Exhibit 99.1

Origin Agritech Announces Receipt of Acquisition Proposal

BEIJING, May 13, 2014 /PRNewswire/ -- Origin Agritech Limited (NASDAQ GS: SEED) ("Origin", or the "Company"), a technology-focused supplier of crop seeds in China, today announced that its Board of Directors has received a preliminary non-binding proposal letter, dated May 12, 2014, from Hunan Xindaxin Company Limited ("Xindaxin"), pursuant to which Xindaxin proposes to acquire the Company (the "Transaction") for US$2.50 in cash per ordinary share of the Company. Xindaxin is the controlling shareholder of Yuan Longping Hi-Tech Agriculture Co., Ltd., a China-based company listed on the Shenzhen Stock Exchange primarily engaged in the research, production and sale of agricultural products. A copy of the proposal letter is attached hereto as Appendix 1.

The Company's Board of Directors is reviewing and evaluating Xindaxin's proposal and cautions the Company's shareholders and others considering trading in the Company's securities that the Board of Directors has not yet made any decisions with respect to the proposed Transaction, or the Company's response to the proposed Transaction. There can be no assurance that any definitive offer will be made, that any agreement will be executed or that this or any other transaction will be approved or consummated. The Company does not undertake any obligation to provide any updates with respect to this or any other transaction, except as required under applicable law.

About Origin

Founded in 1997 and headquartered in Zhong-Guan-Cun (ZGC) Life Science Park in Beijing, Origin Agritech Limited (NASDAQ GS: SEED) is China's leading agricultural biotechnology company, specializing in crop seed breeding and genetic improvement, seed production, processing, distribution, and related technical services. Leading the development of crop seed biotechnologies, Origin's phytase corn was the first transgenic corn to receive the Bio-Safety Certificate from China's Ministry of Agriculture. Over the years, Origin has established a robust biotechnology seed pipeline including products with glyphosate tolerance and pest resistance (Bt) traits. Origin operates production centers, processing centers and breeding stations nationwide with sales centers located in key crop-planting regions. Product lines are vertically integrated for corn, rice and canola seeds. For further information, please log on to the Company's website at: www.originseed.com.cn.

Forward Looking Statement

This release contains forward-looking statements. All forward-looking statements included in this release are based on information available to us on the date hereof. These statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results to differ materially from those implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "targets," "goals," "projects," "continue," or variations of such words, similar expressions, or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Neither we nor any other person can assume responsibility for the accuracy and completeness of forward-looking statements. Important factors that may cause actual results to differ from expectations include, but are not limited to, those risk factors discussed in Origin's filings with the SEC including its annual report on Form 20-F filed on January 23, 2014. We undertake no obligation to revise or update publicly any forward-looking statements for any reasons.

May 12, 2014

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XINDAXIN

The Board of Directors
Origin Agritech Limited
No. 21 Sheng Ming Yuan Road
Changping District
Beijing 102206
People's Republic of China

Ladies and Gentlemen:

Hunan Xindaxin Company Limited ("Xindaxin") is pleased to submit this preliminary non-binding proposal to acquire Origin Agritech Limited (the "Company," and such transaction the "Acquisition"), to be structured as a merger of the Company with one of Xindaxin's affiliated entities or subsidiaries or an acquisition subsidiary thereof. We believe that our proposal as outlined below will provide a very attractive alternative to the Company's shareholders. Our proposal represents a premium of 26.26% to the Company's closing price on May 9, 2014 and a premium of 40.45% over the trailing 12-month weighted average trading price of the Company's publicly traded ordinary shares.

In addition to the premium that our proposal would deliver to the Company's shareholders, we believe that our proposed Acquisition would provide a compelling strategic fit and synergies, position the Company for continued success and allow the Company to obtain a better financial performance. One of our affiliated entities, Yuan Longping Hi-Tech Agriculture Co., Ltd., is a well-known pioneer and leader in China in agricultural biotechnology and crop seeds. Upon the completion of the Acquisition, the variety pool and sales network offered by our affiliate would provide significant support to the Company's daily operations, while the Company's research and industrial advantages will benefit us. We believe that this Acquisition will not only advance our business objectives but also will strengthen our joint position in the Chinese agriculture industry.

The terms and conditions upon which we are prepared to pursue the Acquisition are set forth below. We are confident in our ability to consummate an Acquisition as described in this letter.

1. Purchase Price. The consideration payable for each ordinary share of the Company will be US$2.50 in cash.

2. Transfer of Ownership of VIEs. Certain operating entities in China are not legally owned by the Company due to the industrial policies in China and are variable interest entities (VIEs) under contractual control. We expect that the Company will ensure that all of the individual shareholders on the registration records of VIEs will fully cooperate with the transfer of legal ownership of VIEs in connection with the Acquisition. We expect that such share transfer to occur simultaneously with the closing of the Acquisition.

3. Due Diligence. We will be in a position to commence our due diligence for the Acquisition immediately upon receiving access to the relevant materials. Our proposal is made prior to conducting customary due diligence for a transaction of this type. We reserve the right to adjust our proposal based on our due diligence result.

4. Definitive Agreements. We are prepared to negotiate and finalize definitive agreements (the "Definitive Agreements"), including (without limitation) a merger agreement and voting agreements, concurrently with our due diligence review. This proposal is subject to execution of Definitive Agreements. These agreements will provide for representations, warranties, covenants and conditions customary for transactions of this type and such other terms and conditions as the parties mutually agree after completion of due diligence.

5. No Financing Contingency. We intend to fund the purchase price with cash on hand and financing committed to us prior to execution of the Definitive Agreements.

6. Confidentiality. Other than the announcement of this letter, we are confident you will agree with us that we have a shared interest in proceeding in a confidential manner, unless otherwise required by law, until we have executed the Definitive Agreements or terminated our discussions.

7. Further Information about Xindaxin. Hunan Xindaxin Company Limited is a leading investment group in China, focusing its investments mainly on agricultural high technology and healthy food production companies.

8. No Binding Commitment. This letter constitutes only a preliminary indication of our interest, and does not constitute any binding commitment with respect to an Acquisition. Such a commitment in respect of an Acquisition will arise only upon execution of the Definitive Agreements, and in such case will be on the terms provided in such documentation.

We are excited about the opportunity to pursue the proposed Acquisition and we strongly believe in the many opportunities available to the combined entity. We look forward to hearing from you regarding our proposal at your earlier convenience and kindly request that you notify us by May 16, 2014 should you desire to engage in further discussions about our proposal. We would like to personally express our commitment to working together in bringing this Acquisition to a successful and timely conclusion.

Very truly yours,

HUNAN XINDAXIN COMPANY LIMITED

By: Yan Weibin

Name: Yan, Weibin_

Title: Executive Director and Vice Chairman of the Board

Acknowledged Receipt of This Letter

This 13th day of May, 2014.

ORIGIN AGRITECH LIMITED

By:

Name: GENGCHEN HAN

Title: Chairman of the Board

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