

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Sun Riu</u> (Last) (First) (Middle) 16/F TWO GRAND GATEWAY 3 HONG QIAO ROAD (Street) SHANGHAI F4 200030 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Yum China Holdings, Inc. [ YUMC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Growth Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 04/07/2017	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/07/2017		M		14,451	A	\$21.06	17,828	D	
Common Stock	04/07/2017		M		4,971	A	\$26.64	22,799	D	
Common Stock	04/07/2017		D		9,755	D	\$31.2	13,044	D	
Common Stock	04/07/2017		D		4,245	D	\$31.2	8,799	D	
Common Stock	04/07/2017		S		5,422	D	\$31.2246 <sup>(1)</sup>	3,377	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Appreciation Right	\$21.06	04/07/2017		M		14,451		(2)	02/05/2026	Common Stock	14,451	\$0	43,356	D	
Stock Appreciation Right	\$26.64	04/07/2017		M		4,971		(3)	07/16/2025	Common Stock	4,971	\$0	14,913	D	

**Explanation of Responses:**

- This transaction was executed in multiple trades at prices ranging from \$31.22 to \$31.251. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request, to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares and prices at which the transaction was effected.
- Vesting occurs 25% per year beginning one year from 2/5/2016.
- Vesting occurs 25% per year beginning one year from 7/16/2015.

/s/ Pingping Liu, Power of Attorney 04/11/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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