

ReneSola Ltd  
Form F-6  
January 09, 2008

**As filed with the Securities and Exchange Commission on January 9, 2008. Registration No. 333-**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM F-6

REGISTRATION STATEMENT

under

THE SECURITIES ACT OF 1933

For Depositary Shares

**RENESOLA LTD**

(Exact name of issuer of deposited securities as specified in its charter)

**N/A**

(Translation of issuer's name into English)

British Virgin Islands

(Jurisdiction of incorporation or organization of issuer)

**THE BANK OF NEW YORK**

(Exact name of depositary as specified in its charter)

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One Wall Street New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

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**The Bank of New York**

**ADR Division**

**One Wall Street, 29<sup>th</sup> Floor**

**New York, New York 10286**

**(212) 495-1784**

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Peter B. Tisne, Esq.**

**Emmet, Marvin & Martin, LLP**

**120 Broadway**

**New York, New York 10271**

**(212) 238-3010**

It is proposed that this filing become effective under Rule 466

immediately upon filing

on ( Date ) at ( Time ).

If a separate registration statement has been filed to register the deposited shares, check the following box.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of</b> | <b>Amount to be registered</b> | <b>Proposed maximum aggregate price per</b> | <b>Proposed maximum</b> | <b>Amount of registration</b> |
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|
|-------------------------------|--------------------------------|---|-------------------------|-------------------------------|

| Securities to be registered                                    | unit <sup>(1)</sup> | aggregate offering price <sup>(1)</sup> | fee      |
|--|---------------------|---|----------|
| American Depositary Shares representing shares of ReneSola Ltd | 100,000,000         |   |          |
| American Depositary Shares                                     | \$5.00              | \$5,000,000                             | \$196.50 |

(1)

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

| <u>Item Number and Caption</u>   | <u>Location in Form of Receipt<br/>Filed Herewith as Prospectus</u> |
|--|---|
| 1.   | Introductory Article  |
| Name and address of depository   |   |
| 2.   | Face of Receipt, top center   |
| Title of American Depositary Receipts and identity of deposited securities   |   |
| Terms of Deposit:  |   |
| (i) The amount of deposited securities represented by one unit of American Depositary Receipts                           | Face of Receipt, upper right corner                                 |
| (ii) The procedure for voting, if any, the deposited securities  | Articles number 15, 16 and 18                                       |
| (iii) The collection and distribution of dividends   | Articles number 4, 12, 13, 15 and 18                                |
| (iv) The transmission of notices, reports and proxy soliciting material  | Articles number 11, 15, 16 and 18                                   |
| (v) The sale or exercise of rights   | Articles number 13, 14, 15 and 18                                   |
| (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization                       | Articles number 12, 13, 15, 17 and 18                               |
| (vii) Amendment, extension or termination of the deposit agreement   | Articles number 20 and 21   |
| (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Article number 11   |
| (ix) Restrictions upon the right to deposit or withdraw the underlying securities  | Articles number 2, 3, 4, 5, 6 and 8                                 |
| (x) Limitation upon the liability of the depository  | Articles number 14, 18, 21 and 22                                   |

3. Fees and Charges

Articles number 7 and 8

Item - 2.

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of Deposit Agreement dated as of \_\_\_\_\_, 2008 among ReneSola Ltd, The Bank of New York as Depositary, and all Owners and Holders from time to time of American Depositary Shares issued thereunder. - Filed herewith as Exhibit 1.

b.

Form of letter dated \_\_\_\_\_, 2008 from The Bank of New York to ReneSola Ltd relating to pre-release activities. Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. Not applicable.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. Filed herewith as Exhibit 4.

e.

Certification under Rule 466. Not Applicable.

Item - 4.

#### Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the depositary shares, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of depositary shares thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 9, 2008.

Legal entity created by the agreement for the issuance of depositary shares representing shares of ReneSola Ltd.

By:

The Bank of New York,

As Depositary

By:

/s/ Joanne F. DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, ReneSola Ltd certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jiashan, Zhejiang, People's Republic of China on January 9, 2008.

### **ReneSola Ltd**

By: /s/ Xianshou Li

Name: Xianshou Li

Title: Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoints Xianshou Li and Charles Xiaoshu Bai and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the U.S. Securities Act of 1933, and all post effective amendments thereto and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on January 9, 2008.

Signature

Title

/s/ Martin Bloom



Chairman

Name: Martin Bloom

/s/ Xianshou Li

Director and Chief Executive Officer

Name: Xianshou Li

(principal executive officer)

/s/ Charles Xiaoshu Bai

Chief Financial Officer

Name: Charles Xiaoshu Bai

(principal financial and accounting officer)

/s/ Yuncai Wu

Director

Name: Yuncai Wu

/s/ Jing Wang

Director

Name: Jing Wang

/s/ Binghua Huang

Director

Name: Binghua Huang

Authorized U.S. Representative

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

Puglisi & Associates

INDEX TO EXHIBITS

Exhibit

Number

Exhibit

|   |  |
|---|--|
| 1 | Form of Deposit Agreement dated as of _____, 2008, among ReneSola Ltd, The Bank of New York as Depositary, and all Owners and Holders from time to |
|---|--|

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time of American Depositary Shares issued thereunder.

2 Form of letter dated \_\_\_\_\_, 2008 from The Bank of New York to ReneSola Ltd relating to pre-release activities.

4 Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depository, as to legality of the securities to be registered.