

JA Solar Holdings Co., Ltd.  
Form S-8  
July 31, 2014

As filed with the Securities and Exchange Commission on July 31, 2014

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

### JA Solar Holdings Co., Ltd.

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**Not Applicable**  
(I.R.S. Employer  
Identification w.seNumber)

**No. 36, Jiang Chang San Road**

**Zhabei, Shanghai 200436**

**People s Republic of China**

**(86-21) 6095-5999**

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

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**2014 Stock Incentive Plan**

(Full title of the plan)

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**JA Solar USA Inc.**

**2570 North First Street, Suite 360,**

**San Jose, CA 95131**

**(408) 586-0000**

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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**Copies to:**

**Hexu Zhao**

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People's Republic of China  
(86-21) 6095-5999

**Peter X. Huang**

Skadden, Arps, Slate, Meagher & Flom LLP  
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No. 1, Jian Guo Men Wai Avenue  
Beijing 100004  
People's Republic of China  
(86-10) 6535-5500

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered(1)</b>	<b>Amount to be Registered(2)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
	25,394,773(3)	US\$1.89(3)	US\$47,996,120.97	US\$6,181.9

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Ordinary Shares, par value \$0.0001 per share, under the 2014 Stock Incentive Plan

(1) These shares may be represented by the Registrant's American Depositary Shares (ADSs), each of which represents (5) ordinary shares. The Registrant's ADSs issuable upon deposit of the ordinary shares registered hereby have been registered under a separate registration statement on Form F-6 (333-140009).

(2) Represents ordinary shares issuable upon exercise of options granted under the 2014 Stock Incentive Plan (the Plan). In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares that may be offered and issued to prevent dilution from share splits, share dividends or similar transactions as provided in the Plan. Any ordinary shares covered by an award granted under the Plan (or portion of an award) that terminates, expires or lapses for any reason will be deemed not to have been issued for purposes of determining the maximum aggregate number of ordinary shares that may be issued under the Plan.

(3) These shares are reserved for future award grants under the Plan, and the proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on the average of the high and low prices for the registrant's ADSs as quoted on the NASDAQ Global Select Market on July 28, 2014, adjusted for ADS to ordinary shares ratio.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents previously filed by JA Solar Holdings Co., Ltd. (the Registrant ) with the Securities and Exchange Commission (the Commission ) are incorporated by reference herein:

(a) The Registrant s annual report on Form 20-F for the fiscal year ended December 31, 2013 filed with the Commission on April 23, 2014; and

(b) The description of the Registrant s ordinary shares and ADSs incorporated by reference in the Registrant s registration statement on Form 8-A (File No. 001-33290) filed with the Commission on February 1, 2007, including any amendment and report subsequently filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ), after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this registration statement will be deemed to be modified or superseded to the extent that a statement contained in this registration statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this registration statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. The Registrant's currently effective articles of association provide that the Registrant shall indemnify its directors and officers against actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such persons in their capacity as such, except through their fraud, willful default or dishonesty.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

See the Index to Exhibits attached hereto.

**Item 9. Undertakings**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Shanghai, China, on July 31, 2014.

**JA Solar Holdings Co., Ltd.**

By:	/s/ Hexu Zhao
Name:	Hexu Zhao
Title:	Chief Financial Officer



**Power of Attorney**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, severally and not jointly, each of Baofang Jin and Jian Xie, with full power to act alone, as his or her true and lawful attorney-in-fact, with the power of substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on July 31, 2014.

Signatures	Title
/s/ Baofang Jin Baofang Jin	Executive Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)
/s/ Hexu Zhao Hexu Zhao	Chief Financial Officer (principal financial and accounting officer)
/s/ Jian Xie Jian Xie	Director and President
/s/ Yong Liu Yong Liu	Director
/s/ Bingyan Ren Bingyan Ren	Director
/s/ Erying Jia Erying Jia	Director
/s/ Hope Ni Hope Ni	Independent Director
/s/ Jiqing Huang Jiqing Huang	Independent Director
/s/ Yuwen Zhao Yuwen Zhao	Independent Director
/s/ Shaohua Jia Shaohua Jia	Independent Director

**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of JA Solar Holdings Co., Ltd., has signed this registration statement or amendment thereto in Shanghai, People's Republic of China, on July 31, 2014.

JA Solar USA Inc.

By:	/s/ Jian Xie
Name:	Jian Xie
Title:	Director and Chief Executive Officer

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
4.1*	Second Amended and Restated Memorandum of Association and Third Amended and Restated Articles of Association of the Registrant
4.2	Amendment to the Third Amended and Restated Articles of Association of the Registrant adopted by the shareholders of the Registrant on June 28, 2013 (incorporated herein by reference to Exhibit 99.1 to the Report of Foreign Private Issuer on Form 6-K furnished to the Commission on July 10, 2013)
4.3	Registrant's Specimen Certificate for Ordinary Shares (incorporated herein by reference to Exhibit 4.2 to the registration statement on Form F-1, as amended (File No. 333-140002))
4.4	Form of Deposit Agreement (incorporated herein by reference to Exhibit 1 to the registration statement on Form F-6 filed with the Commission on January 6, 2007 (File No. 333-140009))
5.1*	Opinion of Maples and Calder, Cayman Islands counsel to the Registrant, regarding the legality of the ordinary shares being registered
10.1*	2014 Stock Incentive Plan
23.1*	Consent of PricewaterhouseCoopers Zhong Tian LLP, an independent registered public accounting firm
23.2*	Consent of Conyers Dill & Pearman (Cayman) Limited (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page hereto)

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\* Filed herewith.