

SMARTHEAT INC.

Form 3

May 28, 2014

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Northtech Holdings Inc.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/21/2012

3. Issuer Name **and** Ticker or Trading Symbol  
SMARTHEAT INC. [HEAT]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting PersonMILL MALL 6 WICKHAMS  
CAY1,Â P. O. BOX 3085 ROAD  
TOWN

(Street)

TORTOLA,Â D8Â VG1110

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.001

1,300,000

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Northtech Holdings Inc.  
MILL MALL 6 WICKHAMS CAY1  
P. O. BOX 3085 ROAD TOWN  
TORTOLA, D8 VG1110

Â Â X Â Â

## Signatures

/s/ Xudong Wang, Director, On behalf of Northtech Holdings Inc.

05/28/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

On July 27, 2012, the Reporting Person provided to the Issuer a \$2,000,000 secured revolving credit Agreement (the "Credit Facility"). At the Issuer's option, all amounts due under the Credit Facility, could be paid in shares of the Issuer's common stock. In the event the Issuer elected to repay a Reporting Person would pay the Issuer an amount equal to the number of shares issued multiplied to the Reporting Person by the Issuer under the Credit Facility. The Credit Facility was filed as 8-K, filed with the Securities and Exchange Commission on August 1, 2012.

On December 21, 2012, a total of \$1,384,455.77 was outstanding under the Credit Facility, comprised Board of Directors at a meeting held on December 14, 2012, elected to repay \$1,300,000 of \$1,38 stock. On December 21, 2012, a total of 1,300,000 shares of the Issuer's common stock were issued outstanding under the Credit Facility.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.