

Edgar Filing: ReneSola Ltd - Form SC 13G

ReneSola Ltd
Form SC 13G
February 10, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b),
(c) and (d) and Amendments Thereto Filed
Pursuant to Rule 13d-2
Under the Securities Exchange Act of 1934
(Amendment No. _____) *

ReneSola Ltd

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G7500C 106

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. G7500C 106

Schedule 13 G

2

1 Name of Reporting Person:

I.R.S. Identification No. of Above Person (Entities Only)

Ruixin Holdings Limited

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2 Check the Appropriate Box if A Member of A Group (a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

British Virgin Islands

5 Sole Voting Power
Number of Shares 37,454,939 ordinary shares

6 Shared Voting Power
Beneficially Owned by 0

7 Sole Dispositive Power
Each Reporting Person With 37,454,939 ordinary shares

8 Shared Dispositive Power
0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
37,454,939 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9
27.2%

12 Type of Reporting Person
CO

CUSIP NO. G7500C 106

Schedule 13 G

3

1 Name of Reporting Person:

I.R.S. Identification No. of Above Person (Entities Only)

Xianshou Li

2 Check the Appropriate Box if A Member of A Group (a)

(b)

3 SEC Use Only

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4 Citizenship or Place of Organization
 People's Republic of China

Number of Shares 5 Sole Voting Power
 23,266,229 ordinary shares

Beneficially Owned by Each 6 Shared Voting Power
 14,188,710 ordinary shares (consisting of 13,053,614 and 1,135,096 ordinary shares beneficially owned by Mr. Zhengmin Lian and Mr. Xiangjun Dong, respectively, which are expressly disclaimed by Mr. Xianshou Li)

Reporting Person With 7 Sole Dispositive Power
 23,266,229 ordinary shares

8 Shared Dispositive Power
 14,188,710 ordinary shares (consisting of 13,053,614 and 1,135,096 ordinary shares beneficially owned by Mr. Zhengmin Lian and Mr. Xiangjun Dong, respectively, which are expressly disclaimed by Mr. Xianshou Li)

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 37,454,939 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9
 27.2%

12 Type of Reporting Person
 IN

CUSIP NO. G7500C 106 Schedule 13 G 4

1 Name of Reporting Person:
 I.R.S. Identification No. of Above Person (Entities Only)
 Zhengmin Lian

2 Check the Appropriate Box if A Member of A Group (a)
 (b)

3 SEC Use Only

4 Citizenship or Place of Organization

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People's Republic of China

| | | |
|--------------|---|----------------------------|
| Number of | 5 | Sole Voting Power |
| Shares | 0 | |
| Beneficially | 6 | Shared Voting Power |
| Owned by | | 13,053,614 ordinary shares |
| Each | 7 | Sole Dispositive Power |
| Reporting | 0 | |
| Person with | 8 | Shared Dispositive Power |
| | | 13,053,614 ordinary shares |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
13,053,614 ordinary shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented By Amount In Row 9
9.5%

12 Type of Reporting Person
IN

CUSIP NO. G7500C 106 Schedule 13 G 5

ITEM 1(a). NAME OF ISSUER:

ReneSola Ltd

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

No. 8 Baoqun Road
Yaozhuang County, Jiashan Town
Zhejiang Province 314117
People's Republic of China

ITEM 2(a). NAME OF PERSON FILING:

Ruixin Holdings Limited

Xianshou Li

Zhengmin Lian

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ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Ruixin Holdings Limited
 Craigmuir Chambers, Road Town, Tortola, British Virgin Islands

Xianshou Li
 No. 8 Baoqun Road
 Yaozhuang Industrial Park, Jiashan County
 Zhejiang Province 314117
 People's Republic of China

Zhengmin Lian
 No. 8 Baoqun Road
 Yaozhuang Industrial Park, Jiashan County
 Zhejiang Province 314117
 People's Republic of China

ITEM 2(c) CITIZENSHIP:

The place of organization of Ruixin Holdings Limited is the British Virgin Islands.
 Xianshou Li is a citizen of the People's Republic of China.
 Zhengmin Lian is a citizen of the People's Republic of China.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Ordinary Share of no par value

 CUSIP NO. G7500C 106 Schedule 13 G 6

ITEM 2(e). CUSIP NUMBER:

G7500C 106

ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the ordinary shares of the issuer by the reporting person is provided as of December 31, 2008:

| Reporting Person | Amount beneficially owned: | Percent of class: | Sole power to vote or direct the vote: | Shared power to vote or to direct the vote: | Sole power to dispose of direct t dispositi |
|-------------------------|----------------------------|-------------------|--|---|---|
| ----- | ----- | ----- | ----- | ----- | ----- |
| Ruixin Holdings Limited | 37,454,939 ordinary shares | 27.2% | 37,454,939 ordinary shares | 0 | 37,454, ordinary |

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| | | | | | |
|---------------|---------------------------------|-------|-------------------------------|------------------------------------|---------------------|
| Xianshou Li | 37,454,939 ordinary shares* | 27.2% | 23,266,229 ordinary shares | 14,188,710 ordinary shares* | 23,266, ordinary |
| Zhengmin Lian | 13,053,614 ordinary shares** | 9.5% | 0 | 13,053,614 ordinary shares** | 0 |

* Includes 13,053,614 and 1,135,096 ordinary shares beneficially owned by Mr. Zhengmin Lian and Mr. Xiangjun Dong, respectively, while the legal ownership and voting rights to those shares are held by Ruixin Holdings Limited under a trust agreement entered into among Mr. Xianshou Li, Mr. Zhengmin Lian, Mr. Xiangjun Dong and Mr. Yuncai Wu on May 2, 2006.

** Consists of 13,053,614 ordinary shares which legal ownership and voting rights are held by Ruixin Holdings Limited under a trust agreement entered into among Mr. Xianshou Li, Mr. Zhengmin Lian, Mr. Xiangjun Dong and Mr. Yuncai Wu on May 2, 2006.

Ruixin Holdings Limited, a British Virgin Islands company, is the record owner of 37,454,939 ordinary shares of ReneSola Ltd. Mr. Xianshou Li is the sole shareholder of Ruixin Holdings Limited. Pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder, Mr. Xianshou Li may be deemed to beneficially own all of the shares of ReneSola Ltd held by Ruixin Holdings Limited. Mr. Xianshou Li disclaims the 13,053,614 and 1,135,096 ordinary shares beneficially owned by Mr. Zhengmin Lian and Mr. Xiangjun Dong, respectively.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable

| | | |
|----------------------|---------------|---|
| CUSIP NO. G7500C 106 | Schedule 13 G | 7 |
|----------------------|---------------|---|

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

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Not applicable

ITEM 10. CERTIFICATION:

Not applicable

CUSIP NO. G7500C 106 Schedule 13 G 8

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2009

Ruixin Holdings Limited By: /s/ Xianshou Li

Name: Xianshou Li
Title: Director

Xianshou Li By: /s/ Xianshou Li

Zhengmin Lian By: /s/ Zhengmin Lian

CUSIP NO. G7500C 106 Schedule 13 G 9

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Ordinary Shares of no par value, of ReneSola, a British Virgin Islands company, and that this Agreement may be included as an Exhibit to such joint filing.

This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

[Remainder of this page has been left intentionally blank.]

CUSIP NO. G7500C 106 Schedule 13 G 10

Signature Page to Joint Filing Agreement

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 10, 2009.

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Ruixin Holdings Limited

By: /s/ Xianshou Li

Name: Xianshou Li

Title: Director

Xianshou Li

By: /s/ Xianshou Li

Zhengmin Lian

By: /s/ Zhengmin Lian