

ReneSola Ltd
Form 6-K
August 25, 2015

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2015

Commission File Number: 001-33911

RENESOLA LTD

**No. 8 Baoqun Road, YaoZhuang
Jiashan, Zhejiang 314117
People's Republic of China**

Edgar Filing: ReneSola Ltd - Form 6-K

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Incorporation by Reference

This Form 6-K is being incorporated by reference into the Registrant's Registration Statement on Form F-3 (No. 333-189650), initially filed with the Securities and Exchange Commission on June 28, 2013 and as amended on August 7, 2013 and September 6, 2013, and declared effective on September 9, 2013.

Second Quarter 2015 Results

ReneSola Ltd (“ReneSola” or the “Company”) reported its unaudited financial results for the second quarter ended June 30, 2015.

Second Quarter 2015 Financial and Operating Highlights

Total solar module shipments were 322.0 megawatts (“MW”), representing a decrease of 35.1% from Q1 2015. Total solar wafer and module shipments in Q2 2015 were 603.7MW, compared to 691.5MW in Q1 2015, and 698.3MW in Q2 2014.

Net revenues were US\$268.4 million, representing a decrease of 23.1% from US\$349.0 million in Q1 2015, and a decrease of 30.7% from US\$387.1 million in Q2 2014.

Gross profit was US\$44.4 million with a gross margin of 16.5%, compared to gross profit of US\$36.7 million with a gross margin of 10.5% in Q1 2015, and gross profit of US\$56.9 million with a gross margin of 14.7% in Q2 2014.

Operating income was US\$10.5 million with an operating margin of 3.9%, compared to an operating loss of US\$9.5 million with an operating margin of negative 2.7% in Q1 2015, and operating income of US\$10.6 million with an operating margin of 2.7% in Q2 2014.

Net loss attributable to holders of ordinary shares was US\$2.3 million, representing basic and diluted loss per share of US\$0.01 and basic and diluted loss per American depository share (“ADS”) of US\$0.02, compared to basic and diluted loss per share of US\$0.09 and basic and diluted loss per ADS of US\$0.18 in Q1 2015.

Cash and cash equivalents plus restricted cash totaled \$185.1 million as of the end of Q2 2015, compared to US\$228.1 million as of the end of Q1 2015, and US\$218.8 million as of the end of Q2 2014.

Net cash outflow from operating activities was US\$11.6 million compared to net cash outflow from operating activities of US\$9.0 million in Q1 2015, and net cash outflow from operating activities of US\$40.6 million in Q2 2014.

Second Quarter 2015 Results

Solar Wafer and Module Shipments

| | 2Q15 | 1Q15 | 2Q14 | Q-o-Q% | Y-o-Y% | | |
|---|-------|-------|-------|--------|--------|-------|---|
| Module Shipments (MW) | 322.0 | 496.4 | 498.7 | -35.1 | % | -35.4 | % |
| Wafer Shipments (MW) | 281.7 | 195.1 | 199.6 | 44.4 | % | 41.1 | % |
| Total Solar Wafer and Module Shipments (MW) | 603.7 | 691.5 | 698.3 | -12.7 | % | -13.5 | % |

The quarter-over-quarter decrease in module shipments was mainly due to a strategic shift toward downstream project business. The quarter-over-quarter increase in wafer shipments is due to temporary business opportunities.

Net Revenues and Gross Profit

| | 2Q15 | 1Q15 | 2Q14 | Q-o-Q% | Y-o-Y% |
|------------------------|---------|---------|---------|---------|---------|
| Net Revenues (US\$mln) | \$268.4 | \$349.0 | \$387.1 | -23.1 % | -30.7 % |
| Gross Profit (US\$mln) | \$44.4 | \$36.7 | \$56.9 | 21.0 % | -22.0 % |
| Gross Margin | 16.5 % | 10.5 % | 14.7 % | - | - |

Net revenues decreased quarter over quarter due to lower module shipments, which is consistent with the Company's downstream expansion strategy and efforts to scale back its module business. The quarter-over-quarter increase in the Company's gross margin was a result of material and processing cost reductions and positive contribution from the revenue recognition from the sale of a solar project.

Operating Income (Loss)

| | 2Q15 | 1Q15 | 2Q14 | Q-o-Q% | Y-o-Y% |
|-----------------------------------|--------|---------|--------|---------|---------|
| Operating Expenses (US\$mln) | \$33.9 | \$46.2 | \$46.3 | -26.6 % | -26.8 % |
| Operating Income (Loss) (US\$mln) | \$10.5 | \$(9.5) | \$10.6 | - | - |
| Operating Margin | 3.9 % | -2.7 % | 2.7 % | - | - |

The quarter-over-quarter decrease in operating expenses was primarily due to lower sales and marketing expenses associated with lower module shipments as well as gains mainly related to discounts obtained in connection with the settlement of certain payables.

Foreign Exchange Gain (Loss)

In Q2 2015, the Company had a net foreign exchange loss of \$2.6 million, which includes a loss of \$8.8 million from foreign exchange forward contracts.

Net Income (Loss) Attributable to Holders of Ordinary Shares

| 2Q15 | 1Q15 | 2Q14 |
|------|------|------|
|------|------|------|

Edgar Filing: ReneSola Ltd - Form 6-K

| | | | |
|-----------------------------------|----------|----------|--------|
| Net Income (Loss) (US\$mln) | \$(2.3) | \$(18.0) | \$0.8 |
| Diluted Earnings (Loss) per Share | \$(0.01) | \$(0.09) | \$0.00 |
| Diluted Earnings (Loss) per ADS | \$(0.02) | \$(0.18) | \$0.01 |

Liquidity and Capital Resources

Net cash outflow from operating activities was US\$11.6 million in Q2 2015, compared to net cash outflow of US\$9.0 million in Q1 2015.

Net cash and cash equivalents plus restricted cash totaled US\$185.1 million as of June 30, 2015, compared to US\$228.1 million as of March 31, 2015.

Total bank borrowing was US\$694.7 million as of June 30, 2015, compared to US\$723.0 million as of March 31, 2015. Short-term borrowings were US\$653.6 million at June 30, 2015, compared to US\$681.7 million at March 31, 2015.

The Company has US\$62.2 million of convertible notes due on March 15, 2018 with a put option on March 15, 2016. In Q2 2015, the Company repurchased \$0.7 million notional amount of its convertible notes. The Company might continue to repurchase its convertible bonds from time to time, subject to market conditions and other strategic considerations.

Project Business Update

ReneSola currently has a total of approximately 77.4MW in existing projects, including 51.1MW in the United Kingdom, 1.2MW in Japan, 9.7MW in Bulgaria and 15.4MW in Romania. The Company also has a late stage project pipeline with over 200MW in development across the UK, U.S. and Japan. Please note that while the Company expects its projects under development to secure the necessary permits and approvals and to achieve certain benchmarks according to the timelines provided, certain projects may be delayed or may not reach completion due to various circumstances.

United Kingdom

In the UK, in the second quarter the Company closed the sale of the Field House solar power plant totaling 6.4MW. The Company also sold the 13.5MW Wedgehill utility scale solar project with majority of cash received. Due to certain contractual provisions in the sales agreement, the revenue associated with the sale of Wedgehill was deferred in this quarter.

ReneSola added 28MW of late-stage projects to its pipeline in the second quarter, all of which are expected to be connected to the grid before March 2016.

| Project Name | MW | Status | COD/Expected COD |
|-----------------------|-------------|------------------|-------------------------|
| Wedgehill | 13.5 | Sold* | Dec 14 |
| Field House | 6.4 | Sold | Mar 15 |
| Membury | 16.5 | Sale in progress | Mar 15 |
| Port Farm | 34.6 | Sale in Progress | Mar 15 |
| Total Existing | 51.1 | | |
| Project CH | 10 | Project Acquired | Mar 16 |
| Project RF | 8 | SPA Signed | Mar 16 |
| Project Ain | 5 | In Due Diligence | Feb 16 |
| Project F2 | 5 | In Due Diligence | Feb 16 |
| Total Pipeline | 28 | | |

**ASC360-20 - Property, Plant, and Equipment - Real Estate Sales guidance for revenue recognition. Due to a negotiated buyer's acceptance provision which could result in rejection of the power plant, although the probability of such contingency occurring after statistical analysis was considered extremely remote, under the US GAAP ASC360-20 the revenue associated with the sale of the project was deferred.*

United States

In the United States, the Company has entered into a definitive agreement with Pristine Sun, LLC to form a joint venture, Baynergy, LLC, for which ReneSola is the majority interest holder, to develop, build and operate over 300MW of solar projects across the country, including a first phase of 82 projects totaling 151.8MW, most of which are distributed generation projects. Currently Baynergy has 88MW accepted in California, Minnesota and North Carolina, with expected completion by the end of 2016.

Japan

ReneSola currently has a total project pipeline of 32.4MW in Japan, including 1.2MW of completed projects.

| Project Name | MW | Status | COD/Expected COD |
|---------------------|-------------|------------------------|-------------------------|
| Kyoto Project 1 | 0.3 | Construction Completed | Sep 15 |
| Tochigi Project 2 | 0.9 | Construction Completed | Feb 15 |
| Chiba Project 3 | 0.3 | Developing | Oct 16 |
| Tochigi Project 4 | 0.6 | Developing | Feb 16 |
| Aichi Project 5 | 0.9 | Developing | Jun 16 |
| Aichi Project 6 | 1 | Developing | Jun 16 |
| Gifu Project 7 | 1 | Developing | Mar 16 |
| Kyoto Project 8 | 9.9 | Developing | Jul 17 |
| Miyazaki Project 9 | 17.5 | Developing | Oct 17 |
| Total | 32.4 | | |

The Company is actively exploring project opportunities in several developed markets and will update its project pipeline accordingly.

Business Highlights***Geographic Breakdown of Module Shipments***

| | 2015 Q2 | | 2015 Q1 | | 2014 Q2 | |
|--------|----------------|---|----------------|---|----------------|---|
| U.S. | 5.8 | % | 3.3 | % | 11.2 | % |
| Europe | 13.7 | % | 44.4 | % | 31.4 | % |
| Japan | 36.4 | % | 30.4 | % | 23.3 | % |
| China | 25.3 | % | 4.8 | % | 15.3 | % |
| Other | 18.8 | % | 17.1 | % | 18.8 | % |

Recent Business Developments

Edgar Filing: ReneSola Ltd - Form 6-K

In August 2015, ReneSola announced that it will partner with Pristine Sun, LLC, a leading San Francisco-based solar project developer, to form a joint venture, Baynergy, LLC, to accelerate U.S. project development. The JV will develop, build and operate over 300MW of solar projects in the United States, including many distributed generation projects. Baynergy initially will own solar projects in various development stages and will continue to develop, build and operate a total solar project pipeline of 300MW. The joint venture has an initial target of 150MW of solar projects to be in operation by the end of 2016.

In July 2015, the Company announced it will provide Cofely Solar Technics, a major player in energy efficiency, with 30MW of solar modules which will be used in a ground-mounted, utility-scale project in Nottinghamshire in the UK. Under the terms of the agreement, ReneSola's contracted OEMs will deliver 30MW of the Company's high-efficiency 260w Virtus II solar modules produced in Poland for the project between July and September of this year.

In July 2015, ReneSola announced that it will provide 20MW of solar modules to an international leading EPC company in Europe for several utility-scale projects in Germany. Under the terms of the agreement, ReneSola's contracted OEMs will deliver 20MW of the Company's high-efficiency Virtus II solar modules in Q3 of this year.

In July 2015, the Company announced that it acquired the total project development rights for 22.5MW of ground-mounted, utility-scale solar projects in Japan. The projects, most of which are expected to commence production and connect to the grid beginning in late 2015 and early 2016, will primarily utilize ReneSola's PV modules, specifically the company's top-rated Virtus II module.

In July 2015, ReneSola announced that it sold its 13.5MW Wedgehill utility scale solar project in the United Kingdom, which utilized ReneSola's Virtus II modules, to a renowned solar energy generator in the UK. The project was connected to the grid in December 2014 and is qualified for the UK's 1.4 R.O.C scheme.

Safe Harbor Statement

Certain statement in this Current Report on Form 6-K may contain statements that constitute "forward-looking" statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and as defined in the U.S. Private Securities Litigation Reform Act of 1995. Whenever you read a statement that is not simply a statement of historical fact (such as when the Company describes what it "believes," "expects" or "anticipates" will occur, what "will" or "could" happen, and other similar statements) you must remember that the Company's expectations may not be correct, even though it believes that they are reasonable. The Company does not guarantee that the forward-looking statements will happen as described or that they will happen at all. Further information regarding risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements is included in the Company's filings with the U.S. Securities and Exchange Commission, including the Company's annual report on Form 20-F. The Company undertakes no obligation, beyond that required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even though the Company's situation may change in the future.

RENESOLA LTD**Unaudited Consolidated Balance Sheets****(US dollars in thousands)**

| | Jun 30, 2015 | Mar 31, 2015 | June 30, 2014 |
|--|-----------------|-----------------|------------------|
| ASSETS | | | |
| Current assets: | | | |
| Cash and cash equivalents | 43,153 | 47,857 | 58,127 |
| Restricted cash | 141,942 | 180,291 | 160,708 |
| Accounts receivable, net of allowances for doubtful accounts | 89,826 | 133,462 | 212,533 |
| Inventories | 277,658 | 268,546 | 390,010 |
| Advances to suppliers-current | 44,566 | 50,629 | 9,819 |
| Amounts due from related parties | 101 | 12 | 1,116 |
| Value added tax recoverable | 24,355 | 29,261 | 21,505 |
| Prepaid income tax | 1,705 | 1,108 | 3,454 |
| Prepaid expenses and other current assets | 53,351 | 48,457 | 56,066 |
| Project assets | 53,651 | 65,791 | 32,998 |
| Deferred convertible notes issue costs-current | 302 | 414 | 784 |
| Derivative assets | 1,577 | 1,839 | 576 |
| Deferred tax assets-current, net | 4,496 | 3,568 | 1,786 |
| Total current assets | 736,683 | 831,235 | 949,482 |
| Property, plant and equipment, net | 705,256 | 728,670 | 803,721 |
| Prepaid land use right, net | 40,151 | 40,381 | 40,209 |
| Deferred tax assets-non-current, net | 15,886 | 17,428 | 17,990 |
| Deferred convertible notes issue costs-non-current | - | - | 549 |
| Advances for purchases of property, plant and equipment | 169 | 954 | 2,419 |
| Advances to suppliers-non-current | - | - | 5,627 |
| Deferred project costs | 20,874 | - | - |
| Other long-lived assets | 6,248 | 8,360 | 4,155 |
| Total assets | 1,525,267 | 1,627,028 | 1,824,152 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| Current liabilities: | | | |
| Convertible bond payable-current | 62,190 | 62,850 | - |
| Short-term borrowings | 653,627 | 681,707 | 696,229 |
| Accounts payable | 405,881 | 478,559 | 509,200 |
| Advances from customers-current | 32,656 | 53,109 | 44,105 |
| Amounts due to related parties | 6,392 | 2,889 | 4,055 |
| Other current liabilities | 113,187 | 118,794 | 145,277 |
| Income tax payable | 125 | 124 | 1,475 |

Edgar Filing: ReneSola Ltd - Form 6-K

| | | | |
|--|------------|------------|------------|
| Derivative liabilities | 4,747 | 22 | 166 |
| Warrant liability | 1,050 | 1,733 | 7,298 |
| Total current liabilities | 1,279,855 | 1,399,787 | 1,407,805 |
| Convertible notes payable-non-current | - | - | 111,616 |
| Long-term borrowings | 41,117 | 41,342 | 64,030 |
| Advances from customers-non-current | 1,191 | 1,191 | 3,192 |
| Deferred revenue | 26,054 | - | - |
| Warranty | 36,185 | 34,298 | 25,688 |
| Deferred subsidies and other | 24,744 | 24,988 | 53,756 |
| Other long-term liabilities | 972 | 1,128 | 775 |
| Total liabilities | 1,410,118 | 1,502,734 | 1,666,862 |
| Shareholders' equity | | | |
| Common shares | 478,391 | 478,391 | 476,441 |
| Additional paid-in capital | 7,248 | 6,882 | 6,991 |
| Accumulated loss | (450,530) | (448,230) | (410,402) |
| Accumulated other comprehensive income | 80,040 | 87,251 | 84,260 |
| Total equity attribute to ReneSola Ltd | 115,149 | 124,294 | 157,290 |
| Total shareholders' equity | 115,149 | 124,294 | 157,290 |
| Total liabilities and shareholders' equity | 1,525,267 | 1,627,028 | 1,824,152 |

RENESOLA LTD**Unaudited Consolidated Statements of Income****(US dollar in thousands, except ADS and share data)**

| | Three Months Ended | | |
|--|--------------------|--------------|---------------|
| | Jun 30, 2015 | Mar 31, 2015 | June 30, 2014 |
| Net revenues | 268,401 | 349,003 | 387,106 |
| Cost of revenues | (224,001) | (312,338) | (330,232) |
| Gross profit | 44,400 | 36,665 | 56,874 |
| GP% | 16.5 % | 10.5 % | 14.7 % |
| Operating (expenses) income: | | | |
| Sales and marketing | (18,126) | (21,843) | (21,864) |
| General and administrative | (15,518) | (13,736) | (13,529) |
| Research and development | (11,166) | (13,418) | (13,941) |
| Other operating income | 10,893 | 2,812 | 3,026 |
| Total operating expenses | (33,917) | (46,185) | (46,308) |
| Income (loss) from operations | 10,483 | (9,520) | 10,566 |
| Non-operating (expenses) income: | | | |
| Interest income | 743 | 932 | 1,230 |
| Interest expense | (11,177) | (10,842) | (11,179) |
| Foreign exchange gains (losses) | 6,181 | (16,070) | (1,294) |
| Gains (losses) on foreign exchange derivatives, net | (8,753) | 4,501 | 858 |
| Gains on repurchase of convertible bonds | 155 | 11,648 | - |
| Fair value change of warrant liability | 683 | 158 | 998 |
| Income (loss) before income tax, noncontrolling interests | (1,685) | (19,193) | 1,179 |
| Income tax (expense) benefit | (615) | 1,165 | (422) |
| Net income (loss) | (2,300) | (18,028) | 757 |
| Net income (loss) attributed to holders of ordinary shares | (2,300) | (18,028) | 757 |
| Earnings per share | | | |
| Basic | (0.01) | (0.09) | 0.00 |
| Diluted | (0.01) | (0.09) | 0.00 |
| Earnings per ADS | | | |
| Basic | (0.02) | (0.18) | 0.01 |
| Diluted | (0.02) | (0.18) | 0.01 |

Edgar Filing: ReneSola Ltd - Form 6-K

Weighted average number of shares used in computing loss per share

| | | | |
|---------|-------------|-------------|-------------|
| Basic | 204,627,464 | 203,918,702 | 203,373,943 |
| Diluted | 204,627,464 | 203,918,702 | 204,555,179 |

RENESOLA LTD**Unaudited Condensed Consolidated Statements of Comprehensive Income****(US dollar in thousands, except ADS and share data)**

| | Three Months Ended | | |
|---|--------------------|--------------|---------------|
| | Jun 30, 2015 | Mar 31, 2015 | June 30, 2014 |
| Net income (loss) | (2,300) | (18,028) | 757 |
| Other comprehensive income (loss) | | | |
| Foreign exchange translation adjustment | (7,211) | 6,171 | 2,710 |
| Other comprehensive income (loss) | (7,211) | 6,171 | 2,710 |
| Comprehensive income (loss) | (9,511) | (11,857) | 3,467 |
| Less: comprehensive loss attributable to non-controlling interest | - | - | - |
| Comprehensive income (loss) attributable to ReneSola | (9,511) | (11,857) | 3,467 |

RENESOLA LTD**Unaudited Consolidated Statements of Cash Flow****(US dollar in thousands)**

| | Six Months Ended | |
|---|------------------|--------------|
| | Jun 30, 2015 | Jun 30, 2014 |
| Operating activities: | | |
| Net loss | (20,328) | (13,834) |
| Adjustment to reconcile net loss to net cash provided by (used in) operating activity: | | |
| Inventory write-down | 640 | 799 |
| Depreciation and amortization | 46,601 | 45,370 |
| Amortization of deferred convertible bond issuances costs and premium | 254 | 392 |
| Allowance of doubtful receivables, advance to suppliers and prepayment for purchases of property, plant and equipment | (1,277) | 5,197 |
| Loss on derivatives | 4,252 | 518 |
| Fair value change of warrant liability | (840) | (2,048) |
| Gain from settlement of certain payables | (6,258) | - |
| Share-based compensation | (264) | 1,041 |
| Loss on disposal of long-lived assets | (4) | 1,255 |
| Gain on disposal of land use right | - | (573) |
| Gain on disposal of subsidiaries | - | (2,615) |
| Gain on CB repurchase | (11,803) | - |
| Changes in assets and liabilities: | | |
| Accounts receivable | 32,105 | 18,642 |
| Inventories | 45,767 | (34,540) |
| Project assets and deferred project cost | (12,782) | 1,369 |
| Advances to suppliers | (16,375) | 4,141 |
| Amounts due from related parties | (3,828) | (5,683) |
| Value added tax recoverable | 5,406 | 8,018 |
| Prepaid expenses and other current assets | (8,745) | 3,727 |
| Prepaid land use rights, net | (535) | - |
| Accounts payable | (49,389) | (133,608) |
| Advances from customers | (47,927) | (58,659) |
| Income tax payable | (475) | (4,670) |
| Other current liabilities | 1,178 | 10,922 |
| Deferred revenue | 22,110 | - |
| Other long-term liabilities | (620) | (3,626) |
| Other long-term assets | (755) | - |
| Accrued warranty cost | 4,406 | 5,076 |
| Deferred taxes assets | (1,145) | (1,217) |

Edgar Filing: ReneSola Ltd - Form 6-K

| | | |
|---|-----------|------------|
| Net cash provided by (used in) operating activities | (20,631) | (152,865) |
| Investing activities: | | |
| Purchases of property, plant and equipment | (1,661) | (39,330) |
| Advances for purchases of property, plant and equipment | (103) | (2,446) |
| Cash received from government subsidy | - | 11,762 |
| Proceeds from disposal of property, plant and equipment | 25 | 41 |
| Changes in restricted cash | (20,095) | 95,669 |
| Net cash received (paid) on settlement of derivatives | 606 | (901) |
| Proceeds from disposal of subsidiaries | - | 18,473 |
| Net cash provided by (used in) investing activities | (21,228) | 83,268 |
| Financing activities: | | |
| Proceeds from bank borrowings | 474,208 | 543,197 |
| Proceeds from related parties | 3,000 | - |
| Repayment of bank borrowings | (473,566) | (508,886) |
| Proceeds from exercise of stock options | 1,625 | 624 |
| Repurchase of convertible notes | (20,364) | - |
| Net cash provided by (used in) financing activities | (15,097) | 34,935 |
| Effect of exchange rate changes | 261 | 6,016 |
| Net increase (decrease) in cash and cash equivalents | (56,695) | (28,646) |
| Cash and cash equivalents, beginning of year | 99,848 | 86,773 |
| Cash and cash equivalents, end of year | 43,153 | 58,127 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENESOLA LTD

By: /s/ Xianshou Li

Name: Xianshou Li

Title: Chief Executive Officer

Date: August 25, 2015