

ReneSola Ltd  
Form S-8 POS  
March 13, 2009

As filed with the Securities and Exchange Commission on March 13, 2009

Registration No. 333-153647

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RENESOLA LTD  
(Exact name of registrant as specified in its charter)

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|   |   |  |
|---|---|--|
| British Virgin Islands<br>(State or other<br>jurisdiction of<br>incorporation or<br>organization) | 3674<br>(Primary Standard Industrial<br>Classification Code Number) | Not Applicable<br>(I.R.S. Employer<br>Identification Number) |
|---|---|--|

No. 8 Baoqun Road, Yao Zhuang  
Jiashan, Zhejiang 314117  
People's Republic of China  
(86-573) 8477-3058

(Address of registrant's Principal Executive Offices)

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RENESOLA LTD  
2007 SHARE INCENTIVE PLAN

(Full title of the plan)

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CT Corporation System  
111 Eighth Avenue  
New York, New York 10011

(Name and address of agent for service)

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(212) 664-1666

(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 (Do not check if a smaller reporting company) filer ..

Smaller reporting company

Copies to:

Charles Xiaoshu Bai  
Chief Financial Officer  
ReneSola Ltd  
No. 8 Baoqun Road, Yao Zhuang  
Jiashan, Zhejiang 314117, People's Republic  
of China  
(86-573) 8477-3058

David T. Zhang, Esq.  
Latham & Watkins LLP  
41st Floor, One Exchange Square  
8 Connaught Place Central  
Hong Kong S.A.R., China  
(852) 2522-7886

EXPLANATORY NOTE

ReneSola Ltd hereby amends its registration statement on form S-8 (registration no. 333-153647) by filing this post-effective amendment No. 1 to reflect the correct version of the Amended and Restated Memorandum and Articles of Association of ReneSola Ltd adopted by its shareholders at the annual general meeting held on August 29, 2008. An incorrect version of the Amended and Restated Memorandum and Articles of Association was inadvertently filed as Exhibit 4.1 of the initial registration statement. The correct version of the Amended and Restated Memorandum and Articles of Association of ReneSola Ltd is filed herewith as Exhibit 4.1 and replaces Exhibit 4.1 of the initial registration statement. No additional securities are being registered.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Beijing, China, on March 13, 2009.

RENESOLA LTD

By: /s/ Xianshou Li  
 Name: Xianshou Li  
 Title: Director and Chief Executive Officer

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

| Signature                      | Title   | Date           |
|--------------------------------|---|----------------|
| /s/ *<br>Martin Bloom          | Chairman  | March 13, 2009 |
| /s/ Xianshou Li<br>Xianshou Li | Director and Chief Executive Officer<br>(principal executive officer)   | March 13, 2009 |
| /s/ *<br>Charles Xiaoshu Bai   | Chief Financial Officer<br>(principal financial and accounting officer) | March 13, 2009 |
| /s/ *<br>Yuncaï Wu             | Director  | March 13, 2009 |
| /s/ *<br>Jing Wang             | Director  | March 13, 2009 |
| /s/ *<br>Robert Naii Lee       | Director  | March 13, 2009 |
| /s/ *<br>Donald J. Puglisi     | Authorized U.S. Representative  | March 13, 2009 |

\*By /s/ Xianshou Li  
 Xianshou Li  
 Attorney-in-Fact



INDEX TO EXHIBITS

| Exhibit<br>Number | Description   |
|-------------------|---|
| 4.1*              | Amended and Restated Memorandum and Articles of Association |

\*Filed herewith.

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